

# EXHIBIT C

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**SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SANTA CLARA**

SUSAN WILLIS, derivatively on behalf of  
Nominal Defendant, MAGMA DESIGN  
AUTOMATION, INC.,

Plaintiff,

v.

RAJEEV MADHAVAN, GREGORY C.  
WALKER, ROY E. JEWELL, KEVIN C.  
EICHLER, TIMOTHY NG, THOMAS M.  
ROHRS, CHESTER C. SILVESTRI, SAEID  
GHAFOURI, AND HAMID SAVOJ,

Defendants,

and

MAGMA DESIGN AUTOMATION INC.,

Nominal Defendant.

Case No. **105CV045834**

**VERIFIED SHAREHOLDER  
DERIVATIVE COMPLAINT**

**BY FAX**

**JURY TRIAL DEMANDED**

VERIFIED SHAREHOLDER  
DERIVATIVE COMPLAINT

**UCS**  
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Case: 1-05-CV-045834

1 Plaintiff, by her attorneys, submits this Complaint (the "Complaint") against the  
2 Defendants named herein.

3 **NATURE OF THE ACTION**

4 1. This is a shareholders derivative action brought for the benefit of Nominal  
5 Defendant Magma Design Automation, Inc. ("Magma" or the "Company") against Defendants  
6 Rajeev Madhavan ("Madhavan"), Gregory C. Walker ("Walker"), Roy E. Jewell ("Jewell"),  
7 Kevin C. Eichler ("Eichler"), Timothy Ng ("Ng"), Thomas M. Rohrs ("Rohrs"), Chester C.  
8 Silvestri ("Silvestri"), Saeid Ghafouri ("Ghafouri") and Hamid Savoj ("Savoj") seeking to  
9 remedy the Defendants' breaches of fiduciary duty, waste of corporate assets and gross  
10 mismanagement during the period of October 23, 2002 through April 12, 2005 (the "Relevant  
11 Period").  
12

13 2. Magma is a Santa Clara-based provider of electronic design automation  
14 ("EDA"). EDA helps chip companies design and produce complex integrated circuits used in  
15 the communications, computing, consumer electronics, networking and semiconductor  
16 industries.  
17

18 3. This action alleges that throughout the Relevant Period Defendants failed to  
19 disclose that the Company faces the serious risk of infringing on intellectual property rights of  
20 competitor Synopsys, Inc. because certain inventions that were and are critical to Magma's  
21 business, and which were patented by Magma, were designed by Magma's Chief Scientist,  
22 Lukas van Ginneken, while he was employed by Synopsys. This fact, and the significant risk it  
23 posed and poses, was known to Defendants or recklessly disregarded by them, but was  
24 concealed from Magma investors and shareholders. In fact, when Synopsys filed an  
25 infringement action against the Company, instead of coming clean about the seriousness of the  
26 Synopsis infringement action at the time it was filed, Defendants aggressively denounced the  
27  
28

allegations, characterizing them as "completely baseless". While Magma's stock price was artificially inflated (because it did not reflect the concealed risk), Magma insiders, including the Individual Defendants, Madhavan, Jewell, Savoj, Ghafouri and Walker, sold 4,436,163 shares of Magma common stock at artificially inflated prices reaping gross proceeds of \$82,385,174.

4. On April 13, 2005, the truth was disclosed when the market learned that Magma's Chief Scientist, Lukas van Ginneken, had admitted in a sworn declaration filed in the Synopsys infringement action, that inventions covered by two of Magma's patents (the "446" and "438" patents) were conceived by him while he was employed by Synopsys and that his supervisor at Magma, and likely others, knew that the inventions covered by the patents were conceived by him at Synopsis and were encompassed by an agreement with Synopsis that established that it owned the rights to those inventions. In short, Magma's Chief Scientist admitted that Magma knowingly commercialized intellectual property that was designed by that Chief Scientist while he was employed by another company.

5. This disclosure caused Magma's stock to plummet by 40.7% in one day, from \$9.42 per share on April 12, 2005 to \$5.58 per share on April 13, 2005, on unusually high trading volume exceeding 14.4 million shares.

#### JURISDICTION AND VENUE

6. This Court has jurisdiction over this action.

7. This action is not a collusive one designed to confer jurisdiction on this Court which it would not otherwise have.

8. Venue is proper in this District because a substantial portion of the transactions and wrongs complained of herein, occurred in this District. Defendants either reside in or maintain executive offices or participated in board meetings in this District, and have received substantial compensation in this District by engaging in numerous activities and conducting

1 business here. Nominal Defendant Magma's executive offices are located in Santa Clara,  
2 California.

3 **PARTIES**

4 9. Plaintiff, Susan Willis ("Willis" or "Plaintiff"), a citizen and resident of  
5 California, is, and was during the course of the wrongdoing alleged herein through the present,  
6 a shareholder of Nominal Defendant Magma.  
7

8 10. Nominal Defendant Magma is a Delaware corporation headquartered at 5460  
9 Bayfront Plaza, Santa Clara, California, 95054.

10 11. Defendant Madhavan, a citizen and resident of California, is one of Magma's  
11 founders and has served as its Chief Executive Officer and Chairman of its Board of Directors  
12 since Magma's inception in 1997. Defendant Madhavan sold 1,667,430 shares of Magma  
13 common stock during the Relevant Period for gross proceeds of \$30,698,489.  
14

15 12. Defendant Walker, a citizen and resident of California, has served as the  
16 Company's Chief Financial Officer and Vice President, Finance, since 2002. Walker sold  
17 242,174 shares of Magma common stock during the Relevant Period for gross proceeds of  
18 \$4,627,141.

19 13. Defendant Jewell has served as Magma's President since May 2001 and as a  
20 Director of the Company since July 2001. Jewell has served as the Company's Chief Operating  
21 Officer since March 2001. Jewell sold 547,181 shares of Magma common stock during the  
22 Relevant Period for gross proceeds of \$10,033,651.  
23

24 14. Defendant Eichler has served as a Director of the Company since 2003 and has  
25 been a member of the Company's Audit Committee during fiscal year 2004<sup>1</sup> through the  
26 present.  
27

28 <sup>1</sup> The Company's fiscal year ends on March 31 of each year.

15. Defendant Ng has been a member of the Company's Board of Directors since March 2003.

16. Defendant Rohrs has been a member of the Company's Board of Directors since July 2003 and a member of its Audit Committee during fiscal year 2004 through the present.

17. Defendant Silvestri has been a member of the Company's Board of Directors since July 2003 and has been a member of the Company's Audit Committee during fiscal year 2004 through the present.

18. Defendant Saad Ghafouri has served as the Company's Senior Vice President, Worldwide Field Operations, since September 2002. During the Relevant Period, Ghafouri sold 167,692 Magma shares reaping gross proceeds of \$4,033,812.

19. Defendant Hamid Savoj, a co-founder of the Company, has served as the Company's Senior Vice President, Product Development, since September 2002. From July 2000 to September 2002, he served as the Company's Vice President, Product Development, and from April 1997 to July 2000, the Company's principal engineer. Savoj sold 650,869 Magma shares during the Relevant Period for \$13,783,074 in gross proceeds.

20. The Company's Board of Directors currently consists of 7 (seven) members - - Defendants, Madhavan, Jewell, Eichler, Ng, Rohrs, Silvestri and Susumu Kohyama.

#### DUTIES OF THE INDIVIDUAL DEFENDANTS

21. By reason of their positions as officers and/or directors of the Company and because of their ability to control the business and corporate affairs of the Company, the Individual Defendants owed the Company and its shareholders the fiduciary obligations of good faith, trust, loyalty, and due care. Each director and officer of the Company owed to the Company and its shareholders the fiduciary duty to exercise good faith and diligence in the administration of the affairs of the Company. In addition, the Defendant Directors owed a duty to the Company and its shareholders to implement adequate internal controls and procedures to reasonably assure that the financial condition and business prospects of the Company were

1 reported truthfully and accurately and that the Company complied with all applicable state and  
2 federal laws. As set forth below the Defendant Directors violated these duties and abdicated  
3 their oversight responsibilities to the Company. As a result, the Company has been named as a  
4 defendant in and exposed to millions of dollars of liability from securities class action lawsuits  
5 and has incurred and will continue to incur legal, accounting and other expenses.

6 22. The Individual Defendants, because of their positions of control and authority as  
7 directors and/or officers of the Company, were able to and did, directly and/or indirectly,  
8 exercise control over the wrongful acts complained of herein.

9 23. As further alleged herein, Magma's current Board of Directors is unable to make  
10 an impartial determination as to whether to institute legal proceedings to redress the wrongful  
11 conduct alleged herein because there is a substantial likelihood that a majority of its members  
12 would be found liable for non-exculpated breaches of their fiduciary duties to the Company and  
13 shareholders by their participation or acquiescence in the wrongdoing alleged herein and/or  
14 complete failure to perform their oversight duties to the Company, failure to oversee the  
15 Company's compliance with legally mandated disclosure standards and systemic failure to  
16 assure that a reasonable information and reporting system existed.

### 17 SUBSTANTIVE ALLEGATIONS

#### 18 Materially False and Misleading Statements Issued During the Relevant Period

##### 19 Fiscal 2003 Statements

20 24. The Relevant Period commenced on October 23, 2002, which marked the  
21 Company's first earnings release following the issuance of the 446 patent. In relevant part, the  
22 Company reported the following results for the second fiscal quarter of 2003:

23 For the second quarter, Magma reported revenue of \$17.8 million,  
24 compared to \$9.6 million for the year-ago second quarter ended  
25 September 30, 2001, an increase of 85 percent. Magma reported  
26 pro forma net income for the quarter, excluding certain non-cash  
27 charges, of \$13.4 million, or \$0.04 per share on a diluted basis.  
28 This compares to a pro forma net loss of \$3.2 million, of \$0.31  
per share, for the year-earlier second quarter of fiscal 2002, ended  
September 30, 2001. Pro forma net income (loss) reflects

reported net income (loss) excluding stock-based compensation, non-cash interest expense, and non-cash preferred stock dividend.

In accordance with generally accepted accounting principles (GAAP), Magma reported net income attributed to common shareholders (basic) of \$0.7 million, of \$0.02 per share, for the quarter, compared to a net loss attributed to common shareholders (basic) of \$10.8 million, which included a \$5.8 million non-cash preferred stock dividend, or \$1.03 per share, for the year-ago second quarter ended September 30, 2001.

Commenting on the results, Defendant Madhavan highlighted the Company's order backlog and it's supposed "technology advantages":

"In the second quarter we continued to make progress engaging new customers, our software continued to enable our users to complete challenging designs and our profitability improved over the prior quarter," said Rajeev Madhavan, chairman and CEO of Magma. "We continued to make progress in expanding our market presence and market share. Our bookings and pipeline remain strong. The best indicators of our business performance are bookings results and the growth in backlog. We had a record quarter for bookings - in terms of magnitude, the number of transactions and the proportion of license vs. non-license revenue. Thanks to our technology advantages we are gaining more engagements, more wins and record bookings. We have more installed seats than ever before. In terms of overall business traction, this was our best quarter to date."

25. On June 20, 2003, Magma filed its fiscal 2003 annual report with the SEC on Form 10-K. The report was signed by Defendants Madhavan, Walker, Jewell and NG. The Company reported the following results for the year, which reflected strong year-over-year revenue growth and increased net income:

(\$millions)	FY2003	FY2002
Sales	75.09	46.36
Cost of Goods Sold	11.58	8.31
SG&A/Oth Op/Dep Op & Maint	59.80	53.99
Operating Income (Losses)	3.72	(15.94)
Interest Expense	0.00	14.79



1	Net Non-Oper Losses (Gains)	(0.54)	(1.04)
2			
3	Income Tax Expenses (Credits)	1.18	0.29
4	Net Income/Net Profit (Losses)	3.07	(29.99)
5	Earnings Per Share	0.10	(2.07)
6	Fully Diluted EPS	0.10	(2.07)

26. In the Form 10-K, the Company highlighted its reliance on the viability of its intellectual property and warned, in general, about potential harm to its business that could result from patent infringement actions:

*We rely on trademark, copyright and trade secret laws and contractual restrictions to protect our proprietary rights, and if these rights are not sufficiently protected, it could harm our ability to compete and generate income.*

To establish and protect our proprietary rights, we rely on a combination of trademark, copyright and trade secret laws, and contractual restrictions, such as confidentiality agreements and licenses. Our ability to compete and grow our business could suffer if these rights are not adequately protected. We seek to protect our source code for our software, documentation and other written materials under trade secret and copyright laws. We license our software pursuant to agreements, which impose certain restrictions on the licensee's ability to utilize the software. We also seek to avoid disclosure of our intellectual property by requiring employees and consultants with access to our proprietary information to execute confidentiality agreements.

\*\*\*

We may face intellectual property infringement or other claims against us or our customers that could be costly to defend and result in our loss of significant rights.

Many of our contracts contain provisions in which we agree to indemnify our customers from third-party intellectual property infringement claims. Other parties may assert intellectual property infringement claims against us or our customers, and our products may infringe the intellectual property rights of third parties. We have also acquired or may hereafter acquire software as a result of our past or future acquisitions, and we may be

1 subject to claims that such software infringes the intellectual  
2 property rights of third parties. If we become involved in  
3 litigation, we could lose our proprietary rights and incur  
4 substantial unexpected operating costs. Intellectual property  
5 litigation is expensive and time-consuming and could divert  
6 management's attention from our business. If there is a  
7 successful claim of infringement, we may be required to develop  
8 non-infringing technology or enter into royalty or license  
9 agreements, which may not be available on acceptable terms, if at  
10 all.

11 Our failure to develop non-infringing technologies or license the  
12 proprietary rights on a timely basis would harm our business.  
13 Our products may infringe third-party patents that may relate to  
14 our products. Also, we may be unaware of file patent  
15 applications that relate to our software products. We believe the  
16 patent portfolios of our competitors are far larger than ours, and  
17 this may increase the risk that they may sue us for patent  
18 infringement and may limit our ability to counterclaim for patent  
19 infringement or settle through patent cross-licenses.

20 (Emphasis in original).

21 27. The annual report contained certifications, filed pursuant to Section 302 of the  
22 Sarbanes Oxley Act of 2002, signed by Defendants Madhavan and Walker stating, in relevant  
23 part:

24 Based on my knowledge, this annual report does not contain any  
25 untrue statement of a material fact or omit to state a material fact  
26 necessary to make the statements made, in light of the  
27 circumstances under which such statements were made, not  
28 misleading with respect to the period covered by this annual  
report.

29 28. Defendants' representations in ¶¶24-27 were materially false and misleading  
30 when made because they failed to disclose the following facts:

31 (a) Inventions claimed by Magma in patents 446 and 438 were conceived by  
32 Lukas Van Ginneken while he as employed by Synopsis;

(b) That, because of the foregoing, Magma's patents 446 and 438 were under a cloud such that Magma's use of the technology ran the serious, but undisclosed, risk of infringing Synopsis' intellectual property rights;

(c) That Magma's incorporation of the technology encompassed by patents 446 and 438, which was material to its business, could be halted, thereby jeopardizing the Company's business;

(d) That Magma could be subject to a material monetary judgment in an infringement action brought by Synopsis; and

(e) That the certifications signed by Defendants Madhavan and Walker, included in the Company's annual report, were false because the annual report failed to disclose the above information, i.e., the Form 10-K was materially false and misleading because it failed to disclose that technology incorporated in the Company's products was developed by the Company's Chief Scientist while he was employed by another company, thereby jeopardizing Magma's business and subjecting Magma to potentially ruinous patent infringement litigation.

#### Fiscal 2004 Statements

29. On June 8, 2004, the Company filed its fiscal 2004 annual report with the SEC on Form 10-K. The report was signed by Defendants Madhavan, Walker, Jewell, Eichler, Rohrs, Ng and Silvestri. Defendants reported the following results for the year, which reflected strong year-over-year revenue growth and increased net income:

(\$millions)	FY2003	FY2002
Sales	113.73	75.09
Cost of Goods Sold	16.65	11.58
SG&A/Oth Op/Dep Op & Maint	83.45	59.80
Operating Income (Losses)	13.63	3.72

1	Interest Expense	1.07	0.00
2	Net Non-Oper Losses (Gains)	(2.48)	(0.54)
3	Income Tax Expenses (Credits)	3.58	1.18
4	Net Income/Net Profit (Losses)	11.48	3.07
5	Earnings Per Share	0.36	0.10
6	Fully Diluted EPS	0.29	0.10

30. In the Form 10-K, the Company highlighted its reliance on the viability of its intellectual property and warned, in general, about potential harm to its business from patent infringement actions:

*We rely on trademark, copyright and trade secret laws and contractual restrictions to protect our proprietary rights, and if these rights are not sufficiently protected, it could harm our ability to compete and general income.*

To establish and protect our proprietary rights, we rely on a combination of trademark, copyright and trade secret laws, and contractual restrictions, such as confidentiality agreements and licenses. Our ability to compete and grow our business could suffer if these rights are not adequately protected. We seek to protect our source code for our software, documentation and other written materials under trade secret and copyright laws. We license our software pursuant to agreements, which impose certain restrictions on the licensee's ability to utilize the software. We also seek to avoid disclosure of our intellectual property by requiring employees and consultants with access to our proprietary information to execute confidentiality agreements.

\* \* \*

*We may face intellectual property infringement or other claims against us or our customers that could be costly to defend and result in our loss of significant rights.*

Many of our contracts contain provisions in which we agree to indemnify our customers from third-party intellectual property infringement claims. Other parties may assert intellectual property infringement claims against us or our customers, and our product may infringe the intellectual property rights of third parties. We have also acquired or may hereafter acquire software as a result of our past or future acquisitions, and we may be

subject to claims that such software infringes the intellectual property rights of third parties. If we become involved in litigation, we could lose our proprietary rights and incur substantial unexpected operating costs. Intellectual property litigation is expensive and time-consuming and could divert management's attention from our business. If there is a successful claim of infringement, we may be required to develop non-infringing technology or enter into royalty or license agreements, which may not be available on acceptable terms, if at all.

Our failure to develop non-infringing technologies or license the proprietary right on a timely basis would harm our business. Our products may infringe third-party patents that may relate to our products. Also, we may be unaware of filed patent applications that relate to our software products. We believe the patent portfolios of our competitors are far larger than ours, and this may increase the risk that they may sue us for patent infringement and may limit our ability to counterclaim for patent infringement or settle through patent cross-licenses.

(Emphasis in original).

31. The annual report contained certifications, filed pursuant to Section 302 of the Sarbanes Oxley Act of 2002, signed by Defendants Madhavan and Walker stated, in relevant part:

Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

32. Defendants' representations in ¶¶29-31 were materially false and misleading when made because they failed to disclose the following facts:

(a) Inventions claimed by Magma in patents 446 and 438 were conceived by Lukas Van Ginneken while he was employed by Synopsis;

1 (b) That, because of the foregoing, Magma's patents 446 and 438 were  
2 under a cloud such that Magma's use of the technology ran the serious, but undisclosed, risk of  
3 infringing Synopsis' intellectual property rights;

4 (c) That Magma's incorporation of the technology encompassed by patents  
5 446 and 438, which was material to its business, could be halted, thereby jeopardizing the  
6 Company's business;

7 (d) That Magma could be subject to a material monetary judgment in an  
8 infringement action brought by Synopsis; and

9 (e) That the certifications signed by Defendants Madhavan and Walker,  
10 included in the Company's annual report were false because the annual report failed to disclose  
11 the above information, i.e., the Form 10-K was materially false and misleading because it failed  
12 to disclose that technology incorporated in the Company's products was developed by the  
13 Company's Chief Scientist while he was employed by another company, thereby jeopardizing  
14 Magma's business and subjecting Magma to potentially ruinous patent infringement litigation.

15 33. On September 17, 2004, Synopsis issued a press release announcing the filing of  
16 its infringement action against Magma.

17 34. Almost immediately following Synopsis' announcement, the Company issued a  
18 press release strongly denouncing the allegations in the complaint. Defendant Madhavan  
19 characterized the claims as "completely baseless," stating that "The U.S. Patent office granted  
20 Magma patents for technology that our engineers have spent years developing at Magma." In  
21 relevant part, the Company and Defendants stated as follows:

22 SANTA CLARA, Calif., September 17, 2004 -- Magma® Design  
23 Automation Inc., (Nasdaq" LAVA) today announced that a  
24 lawsuit and accompanying public statements by Synopsys  
25 (Nasdaq": SNPS) alleging that Magma has violated Synopsys's  
26 patent rights are without merit. Magma also affirmed that its  
27 intellectual property rights are protected in several patents issued  
28

1 to Magma by the United States Patent & Trademark Office.  
2 Magma further affirmed that it will not only vigorously defend  
3 itself in this matter but will also take the offensive and fully  
4 enforce its patent and other rights against Synopsys.

5 "The actions and statements by Synopsys today are completely  
6 baseless," said Rajeev Madhavan, chairman and chief executive  
7 officer of Magma. "The U.S. Patent office granted Magma  
8 patents for technology that our engineers have spent years  
9 developing at Magma. For Synopsys to assert that these rights  
10 don't belong to us is absurd. We can't help but notice the timing  
11 of these actions, given Synopsys' recent statement that Magma  
12 has increased market share." During Synopsys' quarterly  
13 earnings call on Aug. 18, Synopsys CEO Aart de Geus, in  
14 response to a financial analyst's questions about the competition  
15 Synopsys faces from other EDS (electronic design automation)  
16 companies, acknowledged, "I think Magma has gained some  
17 market share."

18 In July, Magma expressed concern to Synopsys that Synopsys  
19 had implemented a new "gain-based delay model" in an  
20 enhanced version of its Design Compiler product. The specific  
21 concern was that an optimization technique in Synopsys'  
22 software may "read on" (be covered by) one or more of Magma's  
23 patents, specifically U.S. Patents No. 6,253,361, No. 6,453,446  
24 and No. 6,725,438. In a July 1 letter, Magma requested that  
25 Synopsys advise Magma as to whether one or more of the patents  
26 were applicable to Synopsys' gain-based delay model or any  
27 other Synopsys design solution. No response was received from  
28 Synopsys.

"Magma notified Synopsys that public statements indicated that  
Synopsys products may infringe on our patent rights," Madhavan  
said. "We sought to open a dialogue with Synopsys on the matter  
but never received any response before their actions and  
statements today. Apparently Synopsys decided that its best  
defense would be this meritless claim."

"It is Magma that is the potentially injured party here - we long  
ago received the patents in question," said Greg Walker, Magma  
chief financial officer. "Magma has world-class engineers who  
were successful in developing exceptional technology, and for  
Synopsys to now attempt to claim it as its own is both insulting to  
them and indicative of a time that I thought we in EDA had put  
behind us. Our industry has seen more than its share of litigation  
in recent years, and Magma certainly would have preferred to  
avoid it in this matter."



35. Defendants' unequivocal and aggressive denunciation of the infringement suit had the intended effect of preventing a drop in Magma's stock price.

36. Defendants' representations in ¶34 were materially false and misleading when made because, in fact, the allegations in the Synopsis action were not "completely baseless." As Defendants knew or should have known, Lukas Van Ginneken developed certain inventions encompassed by patents 446 and 438 while employed by Synopsis, such that the statements that "[t]he U.S. Patent office granted Magma patents for technology that our engineers have spent years developing at Magma," along with the other statements relating to the actions' supposed lack of merit, were materially false and misleading and deceived the market as to the true risks posed by the action.

#### Fiscal 2005 Statements

37. On October 28, 2004, Magma issued a press release announcing results for its second fiscal quarter of 2005, ended September 30, 2004. Revenue was reportedly up 43% year-over-year while pro forma net income also rose:

Magma reported record revenue of \$36.9 million for the quarter, compared to \$25.8 million for the quarter ended Sept. 30, 2003, an increase of 43 percent.

Magma also reported pro forma net income of \$7.7 million, or \$0.18 per share (diluted), for the second quarter of fiscal 2005, compared to pro forma net income of \$6.0 million, or \$0.15 per share (diluted), for the second quarter of fiscal 2004. In accordance with generally accepted accounting principles (GAAP), Magma reported net income for the quarter of \$0.3 million, or \$0.01 per share (diluted), compared to net income of \$3.4 million, or \$0.09 per share (diluted), for the quarter ended Sept. 30, 2003. Pro forma net income for the quarter excludes amortization of developed technology, miscellaneous restructuring and marketing expenses, amortization of intangibles, amortization of deferred stock compensation, and tax effects of pro forma adjustments.

For the six-month period ended Sept. 30, 2004, Magma reported revenue of \$73.0 million, compared to \$48.6 million for the six-



month period ended Sept. 30, 2003, an increase of 50 percent. Magma reported pro forma net income of \$15.3 million, or \$0.36 per share (diluted), for the six-month period ended Sept. 30, 2003. This compares to pro forma net income of \$10.9 million, or \$0.28 per share (diluted), for the six-month period ended Sept. 30, 2003.

Pro forma net income for the six-month period reflects the adjustments referred to above, and eliminates the effects of a loss on equity investments and in-process research and development expenses. In accordance with GAAP, Magma reported net loss attributed to common shareholders for the recently complete six-month period of \$2.2 million, or (\$0.07) per share (basic), compared to net income attributed to common shareholders of \$3.5 million, or \$0.09 per share (diluted), for the six-month period ended Sept. 30, 2003.

Commenting on the results, Defendant Madhavan stressed the strong revenue growth and that new products would be introduced over the next several quarters:

"Our second quarter continued Magma's growth in revenue, which has increased for eight consecutive quarters," said Rajeev Madhavan, Chairman and CEO of Magma. "But as we said during our conference call to discuss our revised outlook, we are disappointed in the quarter from the perspective of new offers. We intend to resume our previous level of business success, and over the next several quarters expect to introduce new products, several of which represent the fruition of our recent acquisitions. Some will offer improved capabilities where our technology is already well established, and some will enable us to enter new market segments where we think existing solutions are inadequate. We expect these new offerings to further differentiate Magma from our competitors.

38. On January 27, 2005, Magma issued a press release reporting "Record Revenue and EPS for Third Quarter" fiscal quarter of 2005, which stated in relevant part:

Magma reported record revenue of \$37.3 million for the quarter, compared to \$31.1 million for the quarter ended Dec. 31, 2003, an increase of 20 percent.

In accordance with generally accepted accounting principles (GAAP), Magma reported a net loss for the quarter of \$(0.7) million, or \$(0.02) per share (basic and diluted), compared to net income of \$3.8 million, or \$0.09 per share (diluted), for the quarter ended Dec. 31, 2003. Magma also reported record pro

1            forma net income of \$8.4 million and record pro forma earnings  
2            per share (EPS) of \$0.20 diluted) for the third quarter of fiscal  
3            2005, compared to pro forma net income of \$6.9 million and pro  
4            forma EPS of \$0.16 (diluted) for the third quarter of fiscal 2004,  
5            an increase of 22 percent. Pro forma net income excludes  
6            amortization of developed technology, miscellaneous  
7            restructuring and marketing expenses, amortization of  
8            intangibles, amortization of deferred stock compensation,  
9            impairment of investment, in-process research and development  
10           charges and tax effects of pro forma adjustments.

11           For the nine-month period ended Dec. 31, 2004, Magma reported  
12           revenue of \$110.3 million, compared to \$79.7 million for the  
13           nine-month period ended Dec. 31, 2003, an increase of 38  
14           percent. In accordance with GAAP, Magma reported net loss for  
15           the recently completed nine-month period of \$(3.0) million, or  
16           \$(0.09) per share (basic and diluted), compared to net income of  
17           \$7.2 million, or \$0.18 per share (diluted), for the nine-month  
18           period ended Dec. 31, 2003. Magma reported pro forma net  
19           income of \$23.7 million, or \$0.56 per share (diluted), for the  
20           nine-month period ended Dec. 31, 2004. This compares to pro  
21           forma net income of \$18.1 million, or \$0.44 per share (diluted),  
22           for the nine-month period ended Dec. 31, 2003, an increase of 31  
23           percent.

24           In the release, Defendant Madhavan was quoted as follows:

25           "Our third quarter continued Magma's growth in revenue for the  
26           ninth consecutive quarter," said Rajeev Madhavan, Chairman and  
27           CEO of Magma. "During the next several quarters we expect to  
28           announce new products that will further enhance our leadership  
29           over our competitors and enable us to continue that growth."

30           39.    On April 7, 2005, Magma issued a press release announcing preliminary fourth  
31           fiscal quarter of 2005 results and revising its outlook for 2006, which stated as follows:

32           Magma estimates total revenue for the fourth quarter is in the  
33           range of \$34.5 million to \$35.5 million, about 10 percent below  
34           the target revenue range the company announced during its Jan.  
35           27 earnings call. The fourth-quarter 2005 revenue shortfall  
36           resulted from delays in the processing of a number of completed  
37           sales orders; these delays prevented the orders from being  
38           recognizable in the fourth quarter in accordance with Magma's  
39           revenue recognition policies. These orders were recorded as  
40           bookings in the fourth quarter and will be recognized as revenue  
41           during Magma's fiscal 2006 first quarter, ending July 3, 2005.  
42           With this expected fourth-quarter revenue, total revenue for fiscal  
43           2005 will increase 28 percent over fiscal 2004.

1 Magma estimates that pro-forma EPS for the fourth quarter is in  
2 the range of \$0.06 to \$0.10, below the target range of \$0.18 to  
3 \$0.20 announced during the Jan. 27 earnings call. Magma  
4 estimates that loss per share calculated on a basis consistent with  
5 accounting principles generally accepted in the United States  
6 (GAAP) is in the range of \$(0.14) to \$(0.10), below the  
7 previously expected range of \$0.00 to \$0.04 earnings per share.  
8 A table providing a quantitative reconciliation of our preliminary  
9 pro-forma results to our preliminary GAAP results is attached to  
10 this press release.

11 In addition, Magma lowered its expectations for 2006, stating in relevant part as  
12 follows:

13 For fiscal year 2006 Magma expects total orders booked to  
14 increase between 15 percent and 20 percent over orders booked in  
15 fiscal 2005. This is unchanged from orders guidance provided  
16 during Magma's Jan. 27 earnings call. "Although we are making  
17 no change to the level of new orders we expect to book in fiscal  
18 2006, we are reducing the revenue we expect those orders to  
19 contribute in the quarter they are booked - - what is typically  
20 referred to as 'turns' revenue," Walker said. "The result of this  
21 change is that by mid-year fiscal 2006, the company expects 90  
22 percent of revenue within the quarter to come from backlog and  
23 10 percent from turns revenue. We believe this is consistent with  
24 current trends within the industry, which we consider a healthy  
25 practice.

26 "This revised revenue assumption will result in a revision to fiscal  
27 2006 guidance that more realistically addresses the risks in our  
28 revenue model - - the resulting changes are not a reassessment of  
our market prospects. We are reducing our pro-forma operating  
margin and pro-forma EPS targets to incorporate, among other  
factors, approximately \$0.25 per share of expenses principally  
associated with litigation and Sarbanes-Oxley compliance  
anticipated in fiscal 2006," Walker said.

40. Defendants' representations in ¶¶38-39 were materially false and misleading  
when made because they failed to disclose the following facts:

(a) Inventions claimed by Magma in patents 446 and 438 were conceived by  
Lukas Van Ginneken while he was employed by Synopsis;

1 (b) That, because of the foregoing, Magma's patents 446 and 438 were  
2 under a cloud such that Magma's use of the technology ran the serious, but undisclosed, risk of  
3 infringing Synopsis' intellectual property rights;

4 (c) That Magma's incorporation of the technology encompassed by patents  
5 446 and 438, which was material to its business, could be halted, thereby jeopardizing the  
6 Company's business;

7 (d) That Magma could be subject to a material monetary judgment in an  
8 infringement action brought by Synopsis.  
9

10 **THE TRUTH EMERGES**

11 41. On April 13, 2005, Needham & Co. issued a research note revealing that Lukas  
12 Van Ginneken had filed a declaration in the Synopsis infringement action stating, among other  
13 things, that "the 446 Patent discloses inventions which I conceived while employed at  
14 Synopsis". The declaration includes an identical statement regarding the 438 patent. The  
15 declaration further stated that Van Ginneken had reason to believe that his supervisor at  
16 Magma, and likely others, knew that the fixed timing inventions (covered by the 446 and 438  
17 patents) were covered by his agreement with Synopsis:  
18

19 "I have reason to believe that, at a minimum, my supervisor at  
20 magma knew that the fixed timing inventions Magma was  
21 intending to use were conceived by myself at Synopsis, and were  
encompassed by my Agreement with Synopsis"

22 The research report further noted that the declaration "appear[s] to meaningfully strengthen  
23 Synopsys' claim to being the rightful owners of Magma's 446 and 438 patents.  
24

25 42. News of this was circulated to the market at large on April 13, 2005, after the  
26 story was picked up and disseminated by numerous media outlets.

27 43. This disclosure caused Magma's stock to plummet. The price of Magma's  
28 common stock plummeted by 40.7% in one day, from \$9.42 per share on April 12, 2005 to

1 \$5.58 per share on April 13, 2005, on unusually high trading volume exceeding 14.4 million  
2 shares.

### 3 CERTAIN DEFENDANTS' INSIDER TRADING

4 44. During the Relevant Period, Defendants, Madhavan, Jewell, Walker, Savoj, and  
5 Ghafouri sold millions of Magma shares while in possession of non-public material adverse  
6 information concerning the Company. Specifically from May 2, 2003 through February 17,  
7 2005, Savoj sold 650,869 shares of Magma common stock at prices as high as \$25.33 per share  
8 for gross proceeds of \$13,783,074, leaving him with 184,830 shares; from November 8, 2002  
9 through April 1, 2005, Madhavan sold 1,667,430 shares of Magma common stock at prices as  
10 high as \$25.33 per share for gross proceeds of \$30,698,489, leaving him with 1,203,212 shares;  
11 from December 30, 2002 through March 30, 2005, Jewell sold 547,181 shares of Magma  
12 common stock at prices as high as \$27.72 per share for gross proceeds of \$10,033,651, leaving  
13 him with 64,960 shares; from May 5, 2003 through February 28, 2005, Walker sold 242,174  
14 shares of Magma common stock at prices as high as \$24.53 per share for gross proceeds of  
15 \$4,627,141, leaving him with zero shares; and, from May 12, 2003 through May 11, 2004  
16 Ghafouri sold 167,792 shares of Magma common stock at prices as high as \$28.45 per share for  
17 gross proceeds of \$4,033,812, leaving him with zero shares. As is evidenced by the 40% drop  
18 that resulted when the trust was disclosed, the price of Magma common stock would not have  
19 traded as high if defendants' had been truthful. A chart detailing each transaction is attached  
20 hereto as Exhibit I.  
21  
22  
23

### 24 THE DIRECTOR DEFENDANTS' WRONGDOING

25 45. The Director Defendants actively participated or acquiesced in the wrongdoing  
26 alleged herein or recklessly permitted same through their failure to implement adequate internal  
27 controls and procedures necessary to reasonably ensure that the Company's disclosures were  
28

1 truthful and not misleading and that the Company complied with all applicable state and federal  
2 law.

3 46. Defendant Directors Madhavan and Jewell sold millions of dollars worth of  
4 Magma stock during the Relevant Period while in possession of non-public material adverse  
5 information concerning the Company.  
6

7 47. Furthermore, each of the Defendant Directors signed reports filed by the  
8 Company with the SEC, and/or made statements in conference calls with analysts and press  
9 releases, containing false or misleading statements.

10 48. Furthermore, the Defendant Directors are believed to have received litigation  
11 reports that should have apprised them of the seriousness of the Patent infringement issues but  
12 nevertheless took no action to prevent or correct the misleading information that the Company  
13 published concerning same.  
14

15 **DERIVATIVE AND DEMAND EXCUSED ALLEGATIONS**

16 49. Plaintiff brings this action derivatively in the right and for the benefit of Magma  
17 to redress injuries suffered and to be suffered by Magma as a result of the breaches of fiduciary  
18 duty by the Individual Defendants. This is not a collusive action to confer jurisdiction on this  
19 Court which it would not otherwise have.  
20

21 50. Plaintiff will adequately and fairly represent the interests of Magma and its  
22 shareholders in enforcing and prosecuting its rights.

23 51. Plaintiff is a holder of Magma common stock and was a holder of Magma  
24 common stock during the period in which the Individual Defendants' wrongful course of  
25 conduct alleged herein was occurring through the present.  
26  
27  
28

1           52. Magma's Board of Directors is currently composed of seven (7) directors –  
2 Defendants Madhavan, Jewell, Eichler, Ng, Rohrs and Silvestri and Susumu Kohyama. Each  
3 of these Directors, except Kohyama, have been named as defendants herein.

4           53. As a result of the facts set forth herein, Plaintiff has not made a demand upon  
5 the Magma Board of Directors to institute this action against the Individual Defendants. Such  
6 demand would be a futile and useless act because the Magma Board of Directors is incapable of  
7 making an independent and disinterested decision to institute and vigorously prosecute this  
8 action for the following reasons:  
9

10           a. As set forth above, each of the Director Defendants exhibited a sustained and  
11 systematic failure to fulfill his fiduciary duties by actively participating or  
12 acquiescing in the wrongdoing and/or by failing to implement adequate controls  
13 and procedures necessary to reasonably assure that the wrongdoing alleged  
14 herein did not occur which could not have been an exercise of good faith  
15 business judgment and the Defendant Directors face a substantial likelihood of  
16 liability for such breaches of fiduciary duties.

17  
18           b. The Defendants participated in the drafting, preparation, and/or approval of the  
19 various public reports and other communications complained of herein and were  
20 aware of, or recklessly disregarded, the misstatements contained therein and  
21 omissions therefrom, and were aware of their materially false and misleading  
22 nature. Because of their Board membership and/or executive and managerial  
23 positions with Magma, each of the Defendants had access to the adverse  
24 undisclosed information about Magma's intellectual property, i.e., patents, and  
25 business prospects and as particularized herein knew (or recklessly disregarded)  
26 that these adverse facts rendered the positive representations made by or about  
27  
28



1 Magma, its business and its intellectual property issued by the Company  
2 materially false and misleading.

3 c. The Defendants, because of their positions of control and authority as officers  
4 and/or directors of the Company, were able to and did control the content of the  
5 various SEC filings, press releases and other public statements pertaining to the  
6 Company during the Relevant Period. Each Defendant was provided with  
7 copies of the documents alleged herein to be misleading prior to or shortly after  
8 their issuance and/or had the ability and/or opportunity to prevent their issuance  
9 or cause them to be corrected. Accordingly, each of the Defendants was  
10 responsible for the accuracy of the public reports and releases detailed herein  
11 and the representations contained therein.  
12

13  
14 54. As a result of the facts set forth herein, Plaintiff has not made any demand on  
15 Magma's Board of Directors to institute this action against the Individual Defendants. Such  
16 demand would be a futile and useless act because the Board is incapable to making and  
17 independent and disinterested decision to institute and vigorously prosecute this action for the  
18 following additional reasons:

19 a. The Individual Defendants had a responsibility and obligation to assure that all  
20 press releases and filings of SEC reports were truthful and not materially  
21 misleading and that proper controls and other oversight procedures were in place  
22 that would have detected and prevented the false and misleading statements put  
23 out by the Company to the public that are described in this complaint but failed  
24 to do so;  
25

26 b. Defendants Madhavan and Jewell sold large quantities of Magma stock while in  
27 possession of non-public material adverse information concerning the Company  
28



1 and face a substantial likelihood of liability under Cal. Corp. Code §25402 as  
2 well as the laws of the State of Delaware. Defendant Madhavan sold over half  
3 his Magma holdings and Defendant Jewell sold nearly 90% of his shares. The  
4 Defendant Directors have taken no action to recover the unlawful insider trading  
5 proceeds reaped by these Defendants or the other officer Defendants as alleged  
6 herein.

7  
8 c. In order to bring this suit, the Individual Defendants would be forced to sue  
9 themselves which they will not do, thereby excusing demand;

10 d. Magma has been and will continue to be exposed to significant losses due to the  
11 wrongdoing complained of herein; yet, the Individual Defendants have not filed  
12 any lawsuits against themselves or others who were responsible for that  
13 wrongful conduct which caused the filing of securities class actions against the  
14 Company;

15  
16 e. If the Director Defendants were to bring this derivative action against  
17 themselves, they would thereby expose their own recklessness and misconduct  
18 which underlies allegations against the Company contained in the class action  
19 complaints for violations of federal securities law which have been brought  
20 against the Company and Madhavan and Jewell. Such admissions would impair  
21 the Company and their defense of the class actions and greatly increase the  
22 probability of their personal liability in the class actions, in an amount likely to  
23 be in excess of any insurance coverage available to the Individual Defendants.

24  
25 55. Plaintiff has not made any demand on the shareholders of Magma to institute  
26 this action since demand would be a futile and useless act for the following reasons:

27 a. Magma is a publicly traded company with thousands of shareholders;  
28

1 b. Making demand on such a large number of shareholders would be impossible  
2 for Plaintiff, who has no way of finding out the names and addresses, or  
3 telephone numbers of shareholders; and

4 c. Making demand on all shareholders would force Plaintiff to incur huge expenses  
5 assuming all shareholders could even be individually identified.  
6

7 56. Magma has expended and will continue to expend significant sums of money as  
8 a result of the illegal and improper actions described above. Such expenditures will include,  
9 but are not limited to:

10 a. Costs incurred to carry out internal investigations, including legal fees paid to  
11 outside counsel and experts; and

12 b. Costs and legal fees for defending Magma and the Individual Defendants against  
13 private class action litigation arising from the illegal and improper conduct  
14 alleged herein.  
15

16 **FIRST CAUSE OF ACTION**  
17 **Against the Individual Defendants for Breach of Fiduciary Duty**

18 57. Plaintiff incorporates by reference all preceding and subsequent paragraphs as if  
19 fully set forth herein.

20 58. As alleged in detail herein, the Individual Defendants had a duty to conduct  
21 themselves in good faith and in a diligent, honest and prudent manner and to comply with all  
22 applicable state and federal laws. In addition the Individual Defendants had a duty exercise  
23 good faith and diligence in maintaining the Company's image and reputation, which is essential  
24 to the Company's business.  
25

26 59. The Individual Defendants breached their fiduciary duties by engaging in and/or  
27 recklessly permitting the misleading of the public by making inaccurate and/or untrue  
28

1 statements regarding the Company's intellectual property and business prospects which served  
2 to destroy the reputation and credibility of Magma.

3 60. The Individual Defendants had actual knowledge of the misrepresentations and  
4 omissions of material facts set forth herein, or acted with reckless disregard for the truth in that  
5 they failed to ascertain and to disclose such facts, even though such facts were available to  
6 them.

7  
8 61. As a direct and proximate result of the Individual Defendants foregoing  
9 breaches of fiduciary duties, Magma has suffered damages, including, but not limited to costs  
10 incurred in retaining attorneys as well as being exposed to millions of dollars in liability from  
11 defrauded investors.

12  
13 **SECOND CAUSE OF ACTION**  
14 **Against the Individual Defendants for Breach of Fiduciary Duty**  
15 **through Unjust Enrichment and Abuse of Control**

16 62. Plaintiff incorporates by reference and realleges each and every allegation  
17 contained above, as if though fully set forth herein.

18 63. The Individual Defendants' misconduct and/or inaction alleged herein  
19 constituted an abuse of their ability to control and influence Magma, for which they are legally  
20 responsible.

21 64. As a direct and proximate result of the Individual Defendants' abuse of control,  
22 Magma has sustained significant damages and Defendants have received benefits that they  
23 should not in fairness retain and the Individual Defendants are liable to the Company for same.

24 **THIRD CAUSE OF ACTION**  
25 **Against the Individual Defendants for Breach of fiduciary through Mismanagement**

26 65. Plaintiff incorporates by reference and realleges each and every allegation  
27 contained above, as if though fully set forth herein.

1           66. By their actions alleged herein, the Individual Defendants, either directly or  
2 through aiding and abetting, abandoned and abdicated their responsibilities and fiduciary duties  
3 with regard to prudently managing Magma in a manner consistent with the operations of a  
4 publicly held corporation.

5           67. As a direct and proximate result of the Individual Defendants' mismanagement,  
6 Magma has sustained significant damages, arising out of the alleged material misstatements to  
7 the investing public, damages to the Company arising from the pendency of the securities class  
8 action lawsuits and the Individual Defendants are liable to the Company for all damages  
9 flowing therefrom, including the obligations for common law indemnification and contribution.

10           68. As detailed more fully herein, the Defendants each have and had a duty to  
11 Magma and its shareholders to prudently supervise, manage and control Magma's operations.

12           69. The Defendants by their actions, either directly or through aiding and abetting,  
13 abandoned and abdicated their responsibilities and duties with regard to prudently managing  
14 the assets of Magma in a manner consistent with the operations of a publicly-held corporation.

15           70. By subjecting Magma to the unreasonable risk of liability by failing to maintain  
16 sufficient controls and procedures and actively participating in, or passively allowing, federal  
17 securities law violations as further described herein, the Defendants breached their duties of  
18 good faith, due care and diligence in the management and administration of Magma's affairs  
19 and in the use and preservation of Magma's assets.

20           71. The Defendants caused the Company to engage in these actions, and were aware  
21 of the problems and probable and damage to the Company associated with such actions.  
22 During the course of the discharge of their duties, the Defendants knew or should have known  
23 of the unreasonable risks and losses associated with their actions, yet the Defendants caused or  
24 recklessly permitted Magma to engage in this wrongful course of conduct which they knew had  
25

1 an unreasonable risk of material loss to Magma, thus breaching their duties to both Magma and  
2 its shareholders. As a result, the Defendants did not act in good faith and intentionally  
3 mismanaged and/or aided and abetted the mismanagement of Magma and its assets.

4 72. As a proximate result thereof, Magma has been damaged and will continue to  
5 suffer damages, and has sustained and will continue to sustain irreparable injury to its  
6 reputation.

#### 7 FOURTH CAUSE OF ACTION

##### 8 Against Defendants Madhavan, Jewell, Walker, Ghafouri and Savoj for Insider Trading 9 Violations of California Corporations Code Section 25402 and Delaware Law

10 73. Plaintiff incorporates by reference and realleges each and every allegation  
11 contained above as though fully set forth herein.

12 74. At the time that the Insider Trading Defendants, Madhavan, Jewell, Walker,  
13 Ghafouri and Savoj, sold their Magma stock, by reason of their director and/or executive  
14 positions with Magma, these Defendants had access to and knew material information  
15 regarding Magma, including the materially adverse information set forth above regarding  
16 Magma's intellectual property. That information was not generally available to the public or to  
17 the securities markets, and these Insider Trading Defendants knew it was not available. Had  
18 such information been generally available, it would have significantly reduced the market price  
19 of Magma shares.

20 75. In selling their Magma shares with knowledge of material adverse non-public  
21 information, the Insider Trading Defendants violated California Corporations Code §25402,  
22 and are therefore liable to Magma pursuant to California Corporations Code §25502.5(a) for  
23 damages in an amount equal to three (3) times the difference between the prices at which said  
24 Defendants sold their Magma shares and the market value which said shares would have had at  
25 the time of said sales if the material non-public information known to said Defendants had been  
26  
27  
28

1 publicly disseminated prior to that time and a reasonable time had elapsed for the market to  
2 absorb the information. Plaintiff seeks those damages on behalf of Magma with respect to the  
3 sales of Magma stock described herein, pursuant to California Corporations Code §25502.5(a)  
4 and the laws of the State of Delaware. Said Defendants are further liable for Plaintiff's  
5 reasonable costs and attorneys' fees incurred.  
6

7 **PRAYER FOR RELIEF**

8 **WHEREFORE**, Plaintiff demands judgment as follows:

- 9           A.     Against the Individual Defendants and in favor of the Company for the  
10                 amount of damages sustained by the Company as a result of the  
11                 Individual Defendants breaches of fiduciary duty;  
12           B.     Awarding to Plaintiff the costs of this action, including reasonable  
13                 attorneys' fees, accountants and expert fees, costs and expenses; and  
14           C.     Granting such other relief as the Court deems just and proper.  
15  
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28

**JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.

Dated: July 25, 2005

Respectfully submitted,



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*Attorneys for Plaintiff*

## Venkatesh Shukla: Senior VP

Transaction Date	Shares	Price	\$ Value
8/21/2003	33,333	21.14	704,536.29
8/21/2003	31,786	21.14	671,838.43
8/21/2003	18,214	21.14	384,976.57
8/21/2003	4,167	21.14	88,074.96
8/21/2003	4,166	21.14	88,053.83
11/4/2003	50,000	24.28	1,213,865.00
11/4/2003	35,250	24.28	855,774.83
11/4/2003	8,500	24.28	206,357.05
11/4/2003	8,333	24.28	202,302.74
11/4/2003	3,125	24.28	75,866.56
2/27/2004	7,250	23.81	172,647.88
2/27/2004	4,167	23.81	99,230.85
2/27/2004	3,125	23.81	74,417.19
2/27/2004	2,124	23.81	50,579.87
5/14/2004	2,100	18.61	39,081.00
5/14/2004	1,904	18.27	34,786.08
5/14/2004	1,332	18.71	24,921.72
5/14/2004	1,000	18.54	18,540.00
5/14/2004	700	18.71	13,097.00
5/14/2004	600	18.55	11,130.00
5/14/2004	600	18.66	11,136.00
5/14/2004	800	18.65	8,325.00
5/14/2004	500	18.69	9,345.00
5/14/2004	400	18.88	7,562.00
5/14/2004	396	18.66	7,389.36
5/14/2004	300	18.29	5,487.00
5/14/2004	300	18.31	5,493.00
5/14/2004	300	18.35	5,505.00
5/14/2004	300	18.57	5,571.00
5/14/2004	200	18.51	3,702.00
5/14/2004	200	18.53	3,706.00
5/14/2004	200	18.62	3,724.00
5/14/2004	200	18.70	3,740.00
5/14/2004	200	18.76	3,752.00
5/14/2004	200	18.81	3,762.00
5/14/2004	200	18.86	3,772.00
5/14/2004	200	18.90	3,780.00
5/14/2004	200	19.00	3,800.00
5/14/2004	200	18.66	3,732.00
5/14/2004	200	18.67	3,734.00
5/14/2004	100	18.34	1,834.00
5/14/2004	100	18.50	1,850.00
5/14/2004	100	18.58	1,858.00
5/14/2004	100	18.64	1,864.00

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06/14/06



5/14/2004	100	18.69	1,869.00
5/14/2004	100	18.80	1,880.00
5/14/2004	100	18.83	1,883.00
5/14/2004	100	18.84	1,884.00
5/14/2004	100	18.85	1,885.00
5/14/2004	100	18.91	1,891.00
5/14/2004	100	19.05	1,905.00
5/14/2004	100	18.61	1,861.00
5/14/2004	100	18.63	1,863.00
5/14/2004	100	18.68	1,868.00
5/14/2004	98	18.68	1,830.64
5/14/2004	73	18.30	1,335.90
5/14/2004	49	18.64	913.36
5/14/2004	27	18.30	494.10
5/14/2004	2	18.68	37.36
	228,621		5,168,891.57

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**Salyed Raza: former Director**

Transaction Date	Shares	Price	\$ Value
11/21/2002	132,075	10.88	1,435,368.46
11/21/2002	42,857	10.88	466,087.02
11/21/2002	25,068	10.88	272,624.53
11/21/2002	25,000	11.20	280,000.00
11/21/2002	15,000	11.20	168,000.00
11/21/2002	12,500	11.58	144,500.00
11/21/2002	10,000	11.25	112,500.00
11/21/2002	10,000	11.50	115,000.00
11/21/2002	5,000	11.25	56,250.00
11/21/2002	5,000	11.34	56,700.00
11/21/2002	5,000	11.44	57,200.00
11/21/2002	5,000	11.62	58,100.00
11/21/2002	2,500	11.53	28,825.00
11/21/2002	2,500	11.60	29,000.00
11/21/2002	2,350	11.57	27,189.50
11/21/2002	150	11.57	1,735.50
11/22/2002	30,000	11.17	335,100.00
11/22/2002	20,000	11.05	221,000.00
11/22/2002	15,000	11.07	166,050.00
11/22/2002	10,000	11.00	110,000.00
11/22/2002	10,000	11.02	110,200.00
11/22/2002	10,000	11.10	111,000.00
11/22/2002	5,000	11.20	56,000.00
11/22/2002	5,000	11.25	56,250.00
11/26/2002	6,563	11.40	74,818.20
10/30/2003	100,000	22.88	2,288,120.00
10/31/2003	96,572	24.12	2,329,509.78
10/31/2003	51,428	24.12	1,240,546.22
10/31/2003	6,819	24.29	165,652.60
	666,382		10,574,326.81

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000003

**Saled Ghafouri: Senior VP**

Transaction Date	Shares	Price	\$ Value
5/12/2003	2,798	16.87	47,215.41
8/25/2003	1,600	20.69	33,104.00
8/25/2003	600	20.65	12,390.00
8/25/2003	300	20.64	6,192.00
8/25/2003	200	20.67	4,134.00
8/25/2003	100	20.77	2,077.00
8/25/2003	100	20.74	2,074.00
8/25/2003	100	20.72	2,072.00
8/25/2003	100	20.70	2,070.00
8/25/2003	100	20.68	2,068.00
8/25/2003	100	20.63	2,063.00
8/25/2003	100	20.62	2,062.00
8/25/2003	100	20.61	2,061.00
9/2/2003	1,792	21.12	37,847.04
9/2/2003	1,208	21.12	25,512.96
9/2/2003	800	21.13	6,339.00
9/2/2003	200	21.11	4,222.00
10/1/2003	2,456	19.11	46,972.38
10/1/2003	1,042	19.11	19,912.62
11/3/2003	41,666	24.69	1,028,937.70
11/3/2003	10,933	24.69	269,989.34
11/3/2003	10,341	24.69	255,369.96
11/3/2003	7,893	24.69	194,916.85
11/3/2003	4,167	24.69	102,903.65
11/6/2003	25,000	24.62	615,492.50
11/7/2003	24,476	25.07	613,662.27
11/7/2003	524	25.07	13,137.73
12/15/2003	2,000	21.40	42,800.00
12/15/2003	1,000	21.25	21,250.00
12/15/2003	1,000	21.24	21,240.00
12/15/2003	807	22.12	13,426.84
12/15/2003	226	22.12	4,999.12
12/15/2003	167	22.12	3,694.04
1/2/2004	1,393	23.21	32,331.53
1/2/2004	1,000	23.40	23,400.00
1/2/2004	1,000	23.50	23,500.00
1/2/2004	1,000	23.56	23,560.00
1/2/2004	607	23.21	14,088.47

DOCS289379v1

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2/2/2004	1,000	27.73	27,734.00
2/2/2004	1,000	27.39	27,389.00
2/2/2004	1,000	28.02	28,023.00
2/2/2004	1,000	28.45	28,450.00
2/2/2004	758	27.82	21,087.33
2/2/2004	242	27.82	6,732.37
3/1/2004	1,000	23.52	23,520.00
3/1/2004	1,000	23.48	23,483.30
3/1/2004	1,000	23.67	23,670.00
3/1/2004	1,000	23.97	23,970.00
3/1/2004	759	23.39	17,755.51
3/1/2004	241	23.39	5,637.79
4/5/2004	1,000	22.01	22,008.00
4/5/2004	1,000	22.01	22,010.00
4/5/2004	1,000	22.00	22,000.00
4/5/2004	900	22.02	19,818.00
4/5/2004	759	22.02	16,716.22
4/5/2004	241	22.02	5,307.78
4/5/2004	100	22.05	2,205.00
5/11/2004	4,494	19.41	87,208.77
	167,792		4,033,812.48

**Roy Jewell: President/COO**

Transaction Date	Shares	Price	\$ Value
12/30/2002	5,000	9.58	47,909.00
4/2/2003	4,332	9.43	40,866.36
4/3/2003	668	9.32	6,225.76
5/7/2003	25,000	16.32	407,980.00
5/8/2003	3,000	16.57	49,713.00
5/14/2003	209,763	17.00	3,566,801.00
5/30/2003	3,900	17.45	68,055.00
5/30/2003	2,600	17.42	45,292.00
5/30/2003	1,300	17.48	22,724.00
5/30/2003	600	17.49	10,494.00
5/30/2003	600	17.50	10,500.00
5/30/2003	300	17.44	5,232.00
5/30/2003	300	17.46	5,238.00
5/30/2003	200	17.43	3,486.00
5/30/2003	100	17.47	1,747.00
5/30/2003	100	17.50	1,750.20
6/24/2003	4,400	18.60	81,840.00
6/24/2003	300	18.75	5,625.00
6/24/2003	300	18.70	5,610.00
6/27/2003	3,000	20.10	60,300.00

DOCS289379v1

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6/27/2003	1,500	20.00	30,000.00
6/27/2003	400	20.15	8,060.00
6/27/2003	100	20.15	2,015.20
8/1/2003	13,000	19.55	254,150.00
8/1/2003	7,000	19.80	138,600.00
8/1/2003	5,000	19.93	99,850.00
8/1/2003	4,000	19.50	78,000.00
8/1/2003	3,678	19.55	71,804.90
8/1/2003	3,000	19.57	58,710.00
8/1/2003	3,000	19.76	59,340.00
8/1/2003	3,000	19.88	59,640.00
8/1/2003	3,000	19.94	59,820.00
8/1/2003	3,000	19.97	59,910.00
8/1/2003	3,000	20.02	60,060.00
8/1/2003	2,000	19.24	38,480.00
8/1/2003	2,000	19.41	38,820.00
8/1/2003	2,000	19.42	38,840.00
8/1/2003	2,000	19.47	38,940.00
8/1/2003	2,000	19.53	39,060.00
8/1/2003	2,000	19.68	39,360.00
8/1/2003	2,000	19.87	39,740.00
8/1/2003	1,800	19.48	35,064.00
8/1/2003	1,800	19.77	35,586.00
8/1/2003	1,200	19.14	22,968.00
8/5/2003	2,500	18.50	46,250.00
8/5/2003	2,500	18.77	46,925.00
8/5/2003	2,500	18.57	46,425.00
8/5/2003	2,500	18.47	46,175.00
9/2/2003	5,000	21.08	105,409.00
11/3/2003	12,500	24.66	308,250.00
11/12/2003	4,301	24.00	103,224.00
11/12/2003	1,300	24.04	31,252.00
11/12/2003	1,100	24.01	26,411.00
11/12/2003	1,100	24.06	26,466.00
11/12/2003	700	24.02	16,814.00
11/12/2003	700	24.03	16,821.00
11/20/2003	15,547	23.01	357,714.70
11/20/2003	9,453	23.01	217,500.30
11/21/2003	5,000	22.67	113,331.00
11/24/2003	11,000	23.27	256,005.20
11/26/2003	4,000	23.67	94,870.00
11/28/2003	2,000	23.53	47,060.00
11/28/2003	1,249	23.28	29,076.72
11/28/2003	1,000	23.33	23,330.00
11/28/2003	1,000	23.34	23,340.00
11/28/2003	1,000	23.55	23,550.00
2/3/2004	3,000	27.47	82,410.00
2/3/2004	2,000	27.62	55,240.00

DOCS289379v1

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2/3/2004	2,000	27.53	55,267.80
2/3/2004	1,000	27.33	27,331.00
2/3/2004	1,000	27.39	27,390.00
2/3/2004	1,000	27.45	27,450.00
2/3/2004	1,000	27.51	27,510.00
2/3/2004	1,000	27.54	27,540.00
2/3/2004	1,000	27.63	27,630.00
2/3/2004	800	27.48	16,488.00
2/3/2004	500	27.72	13,860.00
2/3/2004	500	27.72	13,880.00
2/3/2004	400	27.60	11,040.00
2/27/2004	15,000	23.81	357,202.50
5/26/2004	1,100	19.01	20,911.00
5/27/2004	1,300	19.08	24,804.00
5/27/2004	1,000	19.07	19,070.00
5/27/2004	500	18.09	9,545.00
5/27/2004	300	19.05	5,715.00
5/27/2004	300	19.06	5,718.00
5/27/2004	300	19.10	5,730.00
5/27/2004	100	19.00	1,900.00
5/27/2004	100	19.04	1,904.00
6/24/2004	1,000	18.25	18,250.00
6/24/2004	1,000	18.57	18,570.00
6/24/2004	1,000	18.87	18,870.00
6/24/2004	714	18.95	13,530.30
6/24/2004	186	18.95	3,524.70
6/24/2004	100	18.70	1,870.00
6/25/2004	1,500	18.78	28,170.00
6/25/2004	1,000	18.70	18,700.00
6/28/2004	1,000	18.70	18,700.00
6/28/2004	1,000	18.76	18,757.40
6/28/2004	1,000	18.76	18,760.00
6/28/2004	800	18.71	11,226.00
6/28/2004	400	18.78	7,512.00
6/29/2004	1,500	18.67	28,005.00
6/29/2004	1,500	18.75	28,125.00
6/29/2004	1,000	18.76	18,760.00
6/29/2004	1,000	18.90	18,900.00
6/29/2004	1,000	18.91	18,910.00
6/29/2004	1,000	19.00	19,000.00
6/29/2004	500	19.07	9,535.00
6/30/2004	1,000	19.23	19,230.00
6/30/2004	1,000	19.35	19,350.00
8/25/2004	6,000	18.93	84,660.00
8/30/2004	2,000	17.10	34,200.00
9/27/2004	3,000	15.08	45,240.00
9/27/2004	1,000	15.05	15,050.00
9/27/2004	555	15.07	8,363.85

DOCS289379v1

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9/27/2004	445	15.06	6,701.70
9/28/2004	1,000	15.05	15,050.00
9/28/2004	1,000	15.25	15,250.00
9/28/2004	1,000	15.03	15,030.00
9/28/2004	1,000	15.10	15,100.00
9/28/2004	1,000	15.24	15,240.00
9/28/2004	500	15.10	7,550.00
9/29/2004	1,000	15.26	15,260.00
9/29/2004	1,000	15.30	15,300.00
9/29/2004	1,000	15.35	15,350.00
9/29/2004	1,000	15.40	15,400.00
9/29/2004	400	15.34	6,136.00
9/30/2004	1,100	15.25	16,775.00
9/30/2004	1,000	15.07	15,070.00
9/30/2004	1,000	15.20	15,200.00
9/30/2004	1,000	15.30	15,300.00
9/30/2004	700	15.03	10,521.00
9/30/2004	300	15.02	4,506.00
11/30/2004	1,700	13.55	23,035.00
11/30/2004	1,200	13.59	16,308.00
11/30/2004	700	13.60	9,520.00
11/30/2004	700	13.62	9,534.00
11/30/2004	400	13.58	5,432.00
11/30/2004	200	13.56	2,712.00
11/30/2004	100	13.57	1,357.00
12/27/2004	3,500	13.05	45,675.00
12/28/2004	2,500	13.05	32,625.00
12/28/2004	2,000	12.98	25,960.00
12/28/2004	2,000	13.01	26,020.00
12/28/2004	1,000	13.03	13,030.00
12/28/2004	1,000	13.04	13,040.00
12/28/2004	800	13.05	10,440.00
12/28/2004	200	12.94	2,588.00
12/29/2004	1,000	12.88	12,880.00
12/29/2004	500	12.90	6,450.00
12/29/2004	300	12.88	3,864.00
12/29/2004	200	12.86	2,572.20
12/30/2004	2,000	12.74	25,480.00
12/30/2004	1,000	12.73	12,730.00
12/30/2004	500	12.60	6,300.00
12/30/2004	500	12.65	6,325.00
12/30/2004	400	12.61	5,044.00
12/30/2004	300	12.70	3,810.00
12/30/2004	200	12.70	2,540.20
12/30/2004	100	12.71	1,271.00
2/8/2005	100	13.01	1,301.00
2/28/2005	1,200	13.08	15,696.00
2/28/2005	700	13.07	9,149.00

DOC5289379v1

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2/28/2005	800	13.31	7,986.00
2/28/2005	500	13.30	6,650.00
2/28/2005	400	13.32	5,328.00
2/28/2005	300	13.09	3,927.00
2/28/2005	200	13.27	2,654.00
2/28/2005	171	13.26	2,267.46
2/28/2005	129	13.28	1,713.12
2/28/2005	100	13.05	1,305.00
2/28/2005	100	13.06	1,306.00
2/28/2005	100	13.12	1,312.00
2/28/2005	100	13.17	1,317.00
2/28/2005	100	13.25	1,325.00
2/28/2005	100	13.29	1,329.00
2/28/2005	100	13.33	1,333.00
3/24/2005	428	12.16	5,200.20
3/24/2005	257	12.10	3,109.70
3/28/2005	1,000	12.02	12,020.00
3/28/2005	900	12.01	10,809.00
3/28/2005	600	12.02	7,212.60
3/29/2005	400	11.78	4,704.40
3/29/2005	200	11.75	2,350.20
3/29/2005	64	11.75	752.00
3/30/2005	2,100	11.60	24,360.00
3/30/2005	851	11.60	9,872.45
3/30/2005	600	11.68	7,008.60
3/30/2005	500	11.83	5,915.00
3/30/2005	500	11.85	5,925.00
3/30/2005	400	11.78	4,712.00
3/30/2005	200	11.68	2,336.00
3/30/2005	200	11.80	2,360.20
3/30/2005	200	11.81	2,362.20
3/30/2005	200	11.82	2,364.20
3/30/2005	200	11.83	2,368.20
3/30/2005	200	11.84	2,368.20
	547,181		10,033,650.72

**Rajesh Parekh: former Director**

Transaction Date	Shares	Price	\$ Value
11/26/2003	1,700	23.70	40,290.00
11/26/2003	1,300	23.74	30,862.00
11/26/2003	1,200	23.66	28,380.00
11/26/2003	400	23.66	9,464.00
11/26/2003	300	23.71	7,113.00
11/26/2003	100	23.75	2,375.00

DOCS289379v1

C-1009



	5,000		118,484.00

Rajeev Madhavan: Chairman/CEO

Transaction Date	Shares	Price	\$ Value
11/8/2002	100,000	9.12	912,000.00
4/30/2003	1,344	14.00	18,816.00
5/1/2003	1,344	14.84	19,944.96
5/2/2003	1,344	14.58	19,596.88
5/5/2003	150,000	15.33	2,299,515.00
5/5/2003	1,344	15.19	20,416.36
5/5/2003	1,344	16.26	21,849.95
5/6/2003	1,344	16.26	21,849.95
5/7/2003	1,344	16.34	21,956.52
5/8/2003	1,344	16.50	22,176.00
5/8/2003	1,600	17.00	27,200.00
5/8/2003	1,600	17.00	27,200.00
5/9/2003	200	17.01	3,402.00
5/9/2003	200	17.01	3,402.00
5/9/2003	200	16.76	3,352.00
5/9/2003	200	16.73	3,346.00
5/9/2003	144	16.46	2,370.24
5/9/2003	100	16.85	1,685.10
5/9/2003	100	16.83	1,683.00
5/9/2003	100	16.86	1,686.00
5/9/2003	100	16.84	1,684.00
5/9/2003	100	16.79	1,679.00
5/9/2003	100	16.85	1,685.00
5/9/2003	100	16.49	1,649.00
5/9/2003	100	16.36	1,636.00
5/12/2003	13,800	17.18	237,104.70
5/12/2003	3,700	17.05	63,085.00
5/12/2003	3,300	17.00	56,114.85
5/12/2003	820	16.75	15,410.00
5/12/2003	600	17.02	10,212.00
5/12/2003	500	17.10	8,550.00
5/12/2003	500	17.04	8,520.00
5/12/2003	500	17.17	8,585.00
5/12/2003	200	16.61	3,322.00
5/12/2003	200	17.05	3,410.20
5/12/2003	124	16.62	2,060.88
5/12/2003	100	16.84	1,664.00
5/12/2003	100	17.06	1,706.00
5/13/2003	1,300	16.80	21,840.00
5/13/2003	44	16.80	739.20
5/14/2003	200	16.50	3,300.00

DOCS289379v1

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5/14/2003	200	16.40	3,280.00
5/14/2003	144	16.61	2,391.39
5/14/2003	100	16.47	1,647.00
5/14/2003	100	16.50	1,649.80
5/14/2003	100	16.51	1,651.00
5/14/2003	100	16.71	1,671.00
5/14/2003	100	16.70	1,670.00
5/14/2003	100	16.54	1,654.00
5/14/2003	100	16.45	1,645.00
5/14/2003	100	16.37	1,637.00
5/15/2003	400	17.30	6,920.00
5/15/2003	338	18.03	6,088.08
5/15/2003	200	17.26	3,452.00
5/15/2003	200	17.35	3,470.00
5/15/2003	144	16.85	2,440.80
5/15/2003	100	17.28	1,728.00
5/15/2003	100	17.13	1,713.00
5/15/2003	100	17.05	1,705.00
5/15/2003	100	16.95	1,694.50
5/16/2003	200	16.95	3,390.00
5/16/2003	144	16.99	2,445.84
5/16/2003	100	16.87	1,687.00
5/16/2003	100	17.00	1,700.00
5/16/2003	100	17.03	1,703.00
5/16/2003	100	16.90	1,690.00
5/16/2003	100	16.79	1,679.00
5/16/2003	100	16.67	1,667.00
5/16/2003	100	16.93	1,693.00
5/16/2003	100	16.99	1,699.00
5/16/2003	100	17.05	1,705.00
5/16/2003	100	17.09	1,709.00
5/18/2003	144	15.83	2,280.08
5/18/2003	100	16.08	1,606.10
5/18/2003	100	16.51	1,651.00
5/19/2003	100	16.52	1,652.00
5/19/2003	100	16.56	1,656.00
5/19/2003	100	16.58	1,658.00
5/19/2003	100	16.67	1,667.00
5/19/2003	100	16.68	1,668.00
5/19/2003	100	16.69	1,669.00
5/19/2003	100	16.64	1,664.00
5/19/2003	100	16.60	1,660.00
5/19/2003	100	16.75	1,675.00
5/19/2003	100	16.56	1,655.50
5/20/2003	144	15.68	2,258.06
5/20/2003	100	15.70	1,570.00
5/20/2003	100	15.75	1,575.00
5/20/2003	100	15.82	1,582.00
5/20/2003	100	15.83	1,583.00

DOC5289379v1

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5/20/2003	100	15.87	1,587.00
5/20/2003	100	15.84	1,584.00
5/20/2003	100	15.89	1,589.00
5/20/2003	100	15.76	1,576.00
5/20/2003	100	15.68	1,568.00
5/20/2003	100	16.74	1,573.50
5/20/2003	100	15.85	1,584.60
5/20/2003	100	15.88	1,587.50
5/21/2003	300	15.56	4,665.00
5/21/2003	244	15.44	3,767.36
5/21/2003	100	15.50	1,550.00
5/21/2003	100	15.41	1,541.00
5/21/2003	100	15.43	1,543.00
5/21/2003	100	15.49	1,549.00
5/21/2003	100	15.25	1,525.00
5/21/2003	100	15.38	1,538.00
5/21/2003	100	15.86	1,586.00
5/21/2003	100	15.47	1,546.50
5/22/2003	600	16.34	9,801.00
5/22/2003	500	15.94	7,967.50
5/22/2003	244	16.24	3,982.56
5/23/2003	300	16.66	4,998.00
5/23/2003	144	16.57	2,386.51
5/23/2003	100	16.98	1,698.00
5/23/2003	100	17.00	1,700.00
5/23/2003	100	16.95	1,695.00
5/23/2003	100	16.74	1,674.00
5/23/2003	100	16.65	1,665.00
5/23/2003	100	16.88	1,688.00
5/23/2003	100	16.67	1,667.00
5/23/2003	100	16.56	1,656.00
5/23/2003	100	16.64	1,664.00
5/27/2003	200	17.19	3,438.00
5/27/2003	200	16.93	3,386.00
5/27/2003	144	17.17	2,472.48
5/27/2003	100	17.15	1,715.00
5/27/2003	100	17.33	1,733.00
5/27/2003	100	17.30	1,730.00
5/27/2003	100	17.16	1,716.00
5/27/2003	100	17.05	1,705.00
5/27/2003	100	17.10	1,710.00
5/27/2003	100	16.73	1,673.00
5/27/2003	100	16.75	1,674.50
5/28/2003	236	18.07	4,264.52
5/28/2003	200	17.70	3,540.00
5/28/2003	200	17.80	3,560.00
5/28/2003	144	17.75	2,556.00
5/28/2003	100	18.13	1,813.00
5/28/2003	100	17.67	1,767.00

DOCS\289379v1

6.1.012

5/28/2003	100	17.69	1,769.00
5/28/2003	100	17.71	1,771.00
5/28/2003	100	17.77	1,777.00
5/28/2003	100	17.78	1,778.00
5/28/2003	100	17.85	1,785.00
5/28/2003	100	17.73	1,773.00
5/28/2003	100	17.74	1,774.00
5/29/2003	630	18.00	9,540.00
5/29/2003	336	18.19	6,111.84
5/29/2003	114	17.99	2,050.86
5/29/2003	100	17.99	1,799.00
5/29/2003	100	17.92	1,792.00
5/29/2003	100	17.98	1,798.00
5/29/2003	100	17.98	1,798.00
5/29/2003	100	18.09	1,809.00
5/29/2003	100	18.03	1,803.00
5/29/2003	100	18.02	1,801.50
5/30/2003	200	17.51	3,502.00
5/30/2003	200	17.52	3,504.00
5/30/2003	144	17.44	2,510.81
5/30/2003	100	17.58	1,758.00
5/30/2003	100	17.49	1,749.00
5/30/2003	100	17.54	1,754.00
5/30/2003	100	17.33	1,733.00
5/30/2003	100	17.56	1,756.00
5/30/2003	100	17.48	1,748.00
5/30/2003	94	17.53	1,647.82
5/30/2003	82	17.69	1,441.97
5/30/2003	12	17.59	211.08
5/30/2003	12	17.56	210.72
6/2/2003	200	18.08	3,615.00
6/2/2003	200	17.92	3,584.00
6/2/2003	144	17.67	2,544.62
6/2/2003	138	18.00	2,448.00
6/2/2003	100	17.26	1,726.00
6/2/2003	100	17.30	1,730.00
6/2/2003	100	17.48	1,748.00
6/2/2003	100	17.94	1,794.00
6/2/2003	100	17.97	1,797.00
6/2/2003	100	17.81	1,781.00
6/2/2003	100	17.87	1,787.00
6/2/2003	100	17.89	1,789.00
6/2/2003	100	17.59	1,759.00
6/2/2003	100	17.51	1,750.50
6/3/2003	200	17.22	3,444.00
6/3/2003	200	17.11	3,422.00
6/3/2003	144	17.48	2,517.12
6/3/2003	100	17.18	1,718.00
6/3/2003	100	17.14	1,714.00

DOCS\289379v1

0.0013

6/3/2003	100	17.21	1,721.00
6/3/2003	100	17.30	1,730.20
6/3/2003	100	17.36	1,736.00
6/3/2003	100	17.44	1,744.00
6/3/2003	100	17.30	1,730.00
6/3/2003	100	17.00	1,700.00
6/4/2003	336	18.00	6,048.00
6/4/2003	200	17.60	3,520.00
6/4/2003	144	17.26	2,485.44
6/4/2003	100	17.72	1,772.00
6/4/2003	100	17.68	1,768.00
6/4/2003	100	17.35	1,735.00
6/4/2003	100	17.30	1,730.00
6/4/2003	100	17.31	1,731.00
6/4/2003	100	17.35	1,735.00
6/4/2003	100	17.25	1,725.40
6/4/2003	100	17.42	1,742.00
6/4/2003	100	17.40	1,740.00
6/4/2003	100	17.49	1,749.00
6/5/2003	336	18.00	6,048.00
6/5/2003	200	18.19	3,638.00
6/5/2003	144	17.91	2,579.60
6/5/2003	100	18.25	1,825.00
6/5/2003	100	18.34	1,834.00
6/5/2003	100	18.32	1,832.00
6/5/2003	100	18.29	1,829.00
6/5/2003	100	18.17	1,817.00
6/5/2003	100	18.10	1,810.00
6/5/2003	100	18.31	1,831.00
6/5/2003	100	18.15	1,815.00
6/5/2003	100	18.21	1,821.00
6/5/2003	100	18.00	1,800.00
6/6/2003	200	18.89	3,778.00
6/6/2003	144	18.52	2,666.88
6/6/2003	136	18.73	2,547.28
6/6/2003	100	18.80	1,880.00
6/6/2003	100	18.65	1,865.00
6/6/2003	100	18.40	1,840.00
6/6/2003	100	18.59	1,859.00
6/6/2003	100	18.66	1,866.00
6/6/2003	100	18.66	1,866.00
6/6/2003	100	18.80	1,880.00
6/6/2003	100	18.79	1,879.00
6/6/2003	100	18.85	1,885.00
6/6/2003	100	18.84	1,884.00
6/6/2003	100	18.90	1,890.00
6/6/2003	100	18.41	1,841.00
6/9/2003	744	17.80	13,243.20
6/9/2003	600	18.04	10,824.00

DOCS289379v1

000014

6/9/2003	336	18.03	6,058.08
6/10/2003	200	17.64	3,528.00
6/10/2003	200	17.65	3,530.00
6/10/2003	144	17.81	2,564.64
6/10/2003	100	17.78	1,777.50
6/10/2003	100	17.63	1,763.00
6/10/2003	100	17.82	1,782.00
6/10/2003	100	17.70	1,770.00
6/10/2003	100	17.75	1,775.00
6/10/2003	100	17.76	1,776.00
6/10/2003	100	17.73	1,773.00
6/10/2003	100	17.36	1,736.00
6/11/2003	344	17.81	6,128.64
6/11/2003	300	18.05	5,415.00
6/11/2003	200	18.00	3,600.00
6/11/2003	200	17.88	3,576.00
6/11/2003	100	17.93	1,793.20
6/11/2003	100	17.96	1,796.00
6/11/2003	100	18.05	1,805.00
6/11/2003	100	18.01	1,801.00
6/11/2003	100	17.93	1,793.00
6/11/2003	100	17.83	1,783.00
6/11/2003	36	18.00	648.00
6/12/2003	400	18.90	7,560.00
6/12/2003	400	18.80	7,520.00
6/12/2003	144	18.76	2,701.44
6/12/2003	136	18.77	2,553.16
6/12/2003	100	18.97	1,897.00
6/12/2003	100	18.86	1,886.00
6/12/2003	100	18.78	1,878.00
6/12/2003	100	18.65	1,865.00
6/12/2003	100	18.73	1,873.00
6/12/2003	100	18.63	1,863.00
6/13/2003	244	18.16	4,431.04
6/13/2003	236	18.12	4,276.32
6/13/2003	200	18.48	3,696.00
6/13/2003	100	18.57	1,857.00
6/13/2003	100	18.46	1,845.75
6/13/2003	100	18.43	1,843.00
6/13/2003	100	18.72	1,872.00
6/13/2003	100	18.71	1,871.00
6/13/2003	100	18.46	1,846.00
6/13/2003	100	18.41	1,841.00
6/13/2003	100	18.29	1,829.00
6/13/2003	100	18.42	1,842.00
6/13/2003	88	18.41	1,582.83
6/13/2003	14	18.40	257.60
6/16/2003	244	18.51	4,515.68
6/16/2003	235	18.52	4,370.30

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000015

6/16/2003	200	18.39	3,678.00
6/16/2003	200	18.25	3,650.00
6/16/2003	200	18.34	3,668.00
6/16/2003	100	18.40	1,840.00
6/16/2003	100	18.36	1,836.00
6/16/2003	100	18.26	1,826.00
6/16/2003	100	18.40	1,840.00
6/16/2003	100	18.37	1,837.00
6/16/2003	100	18.12	1,812.00
6/17/2003	338	18.45	6,197.99
6/17/2003	244	18.85	4,589.40
6/17/2003	200	18.88	3,776.00
6/17/2003	200	18.54	3,707.00
6/17/2003	100	19.01	1,901.10
6/17/2003	100	18.99	1,899.00
6/17/2003	100	18.85	1,885.00
6/17/2003	100	18.90	1,890.00
6/17/2003	100	18.81	1,881.00
6/17/2003	100	18.98	1,898.00
6/17/2003	100	18.70	1,870.00
6/18/2003	300	18.80	5,640.00
6/18/2003	238	18.79	4,434.44
6/18/2003	200	18.90	3,780.00
6/18/2003	200	18.91	3,782.00
6/18/2003	144	18.79	2,705.76
6/18/2003	100	18.86	1,886.10
6/18/2003	100	18.85	1,885.00
6/18/2003	100	18.92	1,892.00
6/18/2003	100	18.75	1,875.00
6/18/2003	100	18.77	1,877.00
6/19/2003	444	18.90	8,391.60
6/19/2003	300	18.95	5,685.00
6/19/2003	200	18.85	3,770.00
6/19/2003	138	18.85	2,563.60
6/19/2003	100	18.99	1,899.00
6/19/2003	100	18.90	1,890.00
6/19/2003	100	18.96	1,896.00
6/19/2003	100	18.97	1,897.00
6/19/2003	100	18.96	1,896.20
6/19/2003	100	18.88	1,885.66
6/20/2003	200	19.02	3,804.00
6/20/2003	144	19.01	2,738.99
6/20/2003	136	19.00	2,584.00
6/20/2003	100	18.70	1,870.00
6/20/2003	100	18.60	1,860.00
6/20/2003	100	18.62	1,862.00
6/20/2003	100	18.49	1,849.00
6/20/2003	100	18.65	1,865.00
6/20/2003	100	18.47	1,847.00

DOCS\289379v1

06-016



6/20/2003	100	18.82	1,882.00
6/20/2003	100	19.18	1,918.00
6/20/2003	100	18.90	1,890.00
6/20/2003	100	19.03	1,903.00
6/20/2003	100	18.49	1,849.00
6/20/2003	100	18.98	1,898.00
6/23/2003	336	19.18	6,444.48
6/23/2003	300	18.51	5,553.00
6/23/2003	244	18.60	4,536.40
6/23/2003	200	18.50	3,700.00
6/23/2003	200	18.53	3,706.00
6/23/2003	100	18.45	1,845.10
6/23/2003	100	18.52	1,852.00
6/23/2003	100	18.58	1,858.00
6/23/2003	100	18.64	1,864.00
6/24/2003	200	18.52	3,704.00
6/24/2003	144	18.44	2,656.04
6/24/2003	136	18.45	2,508.76
6/24/2003	100	18.48	1,848.00
6/24/2003	100	18.46	1,846.00
6/24/2003	100	18.53	1,853.00
6/24/2003	100	18.51	1,851.00
6/24/2003	100	18.44	1,844.00
6/24/2003	100	18.41	1,841.00
6/24/2003	100	18.47	1,847.00
6/24/2003	100	18.50	1,850.00
6/24/2003	100	18.49	1,849.00
6/24/2003	100	18.45	1,845.00
6/24/2003	100	18.50	1,850.00
6/24/2003	100	18.41	1,841.00
6/25/2003	200	19.00	3,800.00
6/25/2003	144	18.72	2,695.80
6/25/2003	136	18.75	2,549.56
6/25/2003	100	19.01	1,901.00
6/25/2003	100	19.03	1,903.00
6/25/2003	100	18.98	1,898.00
6/25/2003	100	18.87	1,887.00
6/25/2003	100	18.84	1,884.00
6/25/2003	100	18.80	1,880.00
6/25/2003	100	18.74	1,874.00
6/25/2003	100	18.75	1,875.00
6/25/2003	100	18.78	1,878.00
6/25/2003	100	18.85	1,885.00
6/25/2003	100	19.00	1,900.00
6/25/2003	100	18.81	1,881.00
6/26/2003	636	20.00	12,783.13
6/26/2003	200	18.68	3,736.00
6/26/2003	200	20.03	4,005.00
6/26/2003	144	18.44	2,655.36

DOCS289379v1

000017



6/26/2003	100	18.87	1,887.00
6/26/2003	100	18.85	1,885.00
6/26/2003	100	19.09	1,909.00
6/26/2003	100	19.34	1,934.00
6/26/2003	100	18.49	1,849.00
6/26/2003	100	18.95	1,895.00
6/26/2003	100	19.15	1,915.40
6/26/2003	100	18.94	1,894.00
6/26/2003	100	18.82	1,882.00
6/26/2003	100	18.71	1,871.00
6/26/2003	100	19.00	1,900.10
6/26/2003	100	18.71	1,871.20
6/26/2003	80	18.45	1,476.00
6/26/2003	58	18.44	1,032.64
6/27/2003	200	19.97	3,994.00
6/27/2003	200	19.97	3,994.00
6/27/2003	144	20.20	2,908.80
6/27/2003	144	20.20	2,908.80
6/27/2003	139	20.20	2,807.80
6/27/2003	136	20.20	2,747.20
6/27/2003	136	20.20	2,747.20
6/27/2003	100	19.64	1,964.00
6/27/2003	100	19.82	1,982.00
6/27/2003	100	20.06	2,006.00
6/27/2003	100	19.92	1,992.00
6/27/2003	100	19.95	1,995.00
6/27/2003	100	20.50	2,050.00
6/27/2003	100	20.53	2,053.00
6/27/2003	100	20.49	2,049.00
6/27/2003	100	20.21	2,021.00
6/27/2003	100	20.10	2,010.00
6/27/2003	100	19.88	1,988.00
6/27/2003	100	20.23	2,023.00
6/27/2003	100	19.64	1,964.00
6/27/2003	100	19.82	1,982.00
6/27/2003	100	20.08	2,008.00
6/27/2003	100	19.92	1,992.00
6/27/2003	100	19.95	1,995.00
6/27/2003	100	20.50	2,050.00
6/27/2003	100	20.53	2,053.00
6/27/2003	100	20.49	2,049.00
6/27/2003	100	20.21	2,021.00
6/27/2003	100	20.10	2,010.00
6/27/2003	100	19.86	1,986.00
6/27/2003	100	20.23	2,023.00
6/27/2003	100	20.00	2,000.00
6/27/2003	100	20.07	2,007.00
6/27/2003	100	20.15	2,015.00
6/27/2003	100	20.48	2,048.00

DOCS\289379-v1

CC-018

6/27/2003	100	20.60	2,060.00
6/27/2003	100	20.26	2,026.00
6/30/2003	1,344	18.50	24,857.41
6/30/2003	196	18.00	2,448.00
6/30/2003	100	18.10	1,810.00
6/30/2003	100	18.08	1,808.00
7/1/2003	1,126	17.15	19,310.90
7/1/2003	1,100	17.10	18,810.00
7/1/2003	1,100	17.15	18,865.00
7/1/2003	1,000	17.10	17,100.00
7/1/2003	1,000	17.10	17,100.00
7/1/2003	955	17.08	16,311.40
7/1/2003	951	17.15	16,309.65
7/1/2003	900	17.09	15,381.00
7/1/2003	900	17.10	15,390.00
7/1/2003	900	17.10	15,390.00
7/1/2003	874	17.09	14,936.66
7/1/2003	745	17.09	12,732.05
7/1/2003	700	17.09	11,963.00
7/1/2003	700	17.09	11,963.00
7/1/2003	600	17.15	10,290.00
7/1/2003	530	17.10	9,063.11
7/1/2003	200	17.15	3,430.00
7/1/2003	200	17.16	3,432.00
7/1/2003	100	17.10	1,710.00
7/1/2003	100	17.19	1,719.00
7/1/2003	100	17.12	1,712.00
7/1/2003	100	17.15	1,715.00
7/1/2003	45	17.08	768.60
7/1/2003	26	17.30	449.80
7/1/2003	25	17.10	427.50
7/1/2003	23	17.24	396.52
7/11/2003	1,200	18.68	22,272.00
7/11/2003	1,000	18.51	18,510.00
7/11/2003	1,000	18.71	18,710.00
7/11/2003	900	18.55	16,695.00
7/11/2003	900	18.75	16,875.00
7/11/2003	800	18.67	14,936.00
7/11/2003	700	18.61	13,027.00
7/11/2003	600	18.70	11,220.00
7/11/2003	500	18.45	9,225.00
7/11/2003	600	18.48	9,240.00
7/11/2003	600	18.49	9,245.00
7/11/2003	600	18.50	9,250.00
7/11/2003	500	18.68	9,330.00
7/11/2003	500	18.73	9,365.00
7/11/2003	500	18.68	9,340.00
7/11/2003	500	18.81	9,405.00
7/11/2003	400	18.64	7,456.40

DOCS\289379v1

CC-019

7/11/2003	400	18.43	7,372.00
7/11/2003	400	18.47	7,388.00
7/11/2003	300	18.65	5,595.00
7/11/2003	300	18.72	5,616.00
7/11/2003	300	18.63	5,589.00
7/11/2003	300	18.91	5,673.00
7/11/2003	200	18.59	3,718.00
7/11/2003	200	18.87	3,774.00
7/11/2003	200	18.72	3,744.80
7/11/2003	200	18.60	3,720.00
7/11/2003	200	18.76	3,752.00
7/11/2003	100	18.47	1,847.40
7/11/2003	100	18.62	1,862.00
7/11/2003	100	18.61	1,861.20
7/11/2003	100	18.44	1,844.00
7/11/2003	100	18.79	1,879.00
7/17/2003	6,900	17.20	118,680.00
7/17/2003	2,000	17.18	34,360.00
7/17/2003	1,800	17.15	30,870.00
7/17/2003	1,300	17.21	22,375.60
7/17/2003	1,100	17.20	18,920.99
7/17/2003	900	17.25	15,625.99
7/17/2003	700	17.21	12,047.21
7/17/2003	300	17.20	5,160.99
7/23/2003	2,500	17.00	42,500.00
7/23/2003	2,000	16.91	33,820.00
7/23/2003	1,017	16.83	17,116.11
7/23/2003	1,000	17.04	17,037.00
7/23/2003	1,000	17.07	17,068.00
7/23/2003	900	16.90	15,212.87
7/23/2003	700	16.79	11,753.00
7/23/2003	600	16.82	10,092.00
7/23/2003	508	16.92	8,595.00
7/23/2003	500	16.82	8,411.00
7/23/2003	500	16.77	8,385.00
7/23/2003	500	16.77	8,386.00
7/23/2003	450	16.84	7,576.90
7/23/2003	400	16.84	6,736.00
7/23/2003	385	17.09	6,579.65
7/23/2003	311	17.12	5,322.77
7/23/2003	300	16.75	5,026.99
7/23/2003	242	17.03	4,122.01
7/23/2003	223	17.08	3,808.84
7/23/2003	207	16.82	3,480.71
7/23/2003	195	16.86	3,287.70
7/23/2003	191	17.20	3,285.20
7/23/2003	149	16.85	2,509.91
7/23/2003	122	17.04	2,078.27
7/23/2003	100	17.04	1,703.50

DOCS\289379\1

00.020

7/30/2003	10,900	17.90	195,110.00
7/30/2003	2,800	17.82	49,898.00
7/30/2003	1,300	17.94	23,316.02
8/4/2003	4,000	18.70	74,800.00
8/4/2003	1,700	18.76	31,887.07
8/4/2003	1,600	18.68	29,891.04
8/4/2003	1,800	18.93	30,280.00
8/4/2003	1,000	18.60	18,601.00
8/4/2003	1,000	18.55	18,554.00
8/4/2003	1,000	18.71	18,710.00
8/4/2003	1,000	18.87	18,870.00
8/4/2003	900	18.81	16,926.04
8/4/2003	700	18.79	13,155.03
8/4/2003	300	18.76	6,627.13
8/4/2003	200	18.75	3,750.00
8/13/2003	7,300	20.64	150,672.00
8/13/2003	6,500	20.65	134,225.00
8/13/2003	800	20.70	16,560.00
8/13/2003	200	20.63	4,125.00
8/13/2003	200	20.68	4,132.00
8/19/2003	250,000	21.20	5,298,750.00
8/21/2003	6,300	21.07	132,741.00
8/21/2003	1,500	21.15	31,725.00
8/21/2003	1,200	21.23	25,479.96
8/21/2003	1,200	21.21	25,446.00
8/21/2003	1,200	21.32	25,584.00
8/21/2003	1,100	21.13	23,243.00
8/21/2003	800	21.17	16,938.00
8/21/2003	500	21.14	10,570.00
8/21/2003	500	21.12	10,560.00
8/21/2003	400	21.18	8,472.00
8/21/2003	300	21.10	6,330.99
8/26/2003	3,100	19.87	61,597.00
8/26/2003	2,500	19.90	49,750.00
8/26/2003	2,400	19.91	47,784.00
8/26/2003	1,800	19.57	35,226.00
8/26/2003	1,350	19.62	26,487.00
8/26/2003	1,000	19.93	19,930.00
8/26/2003	900	19.95	17,955.00
8/26/2003	800	19.60	15,680.00
8/26/2003	300	19.71	5,913.00
8/26/2003	200	19.89	3,978.00
8/26/2003	200	19.68	3,936.00
8/26/2003	200	19.88	3,972.00
8/26/2003	150	19.89	2,983.50
8/26/2003	100	19.88	1,988.00
9/4/2003	7,700	22.00	169,400.00
9/4/2003	3,000	22.15	66,435.00
9/4/2003	1,900	22.06	41,914.00

DOCS\289379v1

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9/4/2003	600	22.21	13,324.02
9/4/2003	600	22.15	13,291.02
9/4/2003	300	22.12	6,636.00
9/4/2003	300	22.12	6,636.99
9/4/2003	200	22.17	4,434.00
9/4/2003	200	22.07	4,414.00
9/4/2003	100	22.02	2,202.00
9/4/2003	100	22.03	2,203.00
9/9/2003	4,200	23.01	96,542.00
9/9/2003	3,146	22.83	71,823.18
9/9/2003	1,600	23.07	36,912.00
9/9/2003	900	23.06	20,754.00
9/9/2003	800	22.95	18,360.00
9/9/2003	800	23.01	18,405.04
9/9/2003	700	23.00	16,100.98
9/9/2003	700	22.99	16,093.98
9/9/2003	600	22.97	13,783.98
9/9/2003	500	22.90	11,450.00
9/9/2003	400	23.02	9,208.00
9/9/2003	200	22.85	4,570.00
9/8/2003	200	22.92	4,584.00
9/9/2003	154	22.83	3,516.44
9/9/2003	100	22.92	2,292.00
9/15/2003	3,000	21.71	65,131.50
9/15/2003	3,000	21.71	65,136.90
9/15/2003	3,000	21.72	65,157.30
9/15/2003	3,000	21.76	65,278.20
9/15/2003	3,000	21.71	65,130.00
9/15/2003	3,000	21.71	65,131.50
9/15/2003	3,000	21.71	65,136.90
9/15/2003	3,000	21.72	65,157.30
9/15/2003	3,000	21.76	65,278.20
9/15/2003	1,000	21.71	21,710.00
9/22/2003	3,000	20.97	62,910.00
9/22/2003	3,000	20.91	62,740.20
9/22/2003	3,000	21.78	65,340.00
9/22/2003	3,000	20.90	62,705.10
9/22/2003	3,000	20.90	62,711.40
10/3/2003	10,000	18.88	188,800.00
10/3/2003	5,000	20.08	100,400.00
10/3/2003	5,000	18.87	94,350.00
10/3/2003	5,000	18.93	94,650.00
10/3/2003	5,000	19.00	95,000.00
10/8/2003	10,000	19.67	196,700.00
10/8/2003	5,000	19.75	98,750.00
10/8/2003	5,000	19.75	98,725.00
10/8/2003	5,000	19.79	98,950.00
10/8/2003	5,000	19.84	99,200.00
10/8/2003	5,000	20.20	101,000.00

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10/15/2003	15,000	22.00	330,000.00
10/15/2003	10,000	22.18	221,800.00
10/15/2003	5,000	22.08	110,400.00
10/21/2003	15,000	19.97	298,550.00
10/21/2003	10,000	20.04	200,400.00
10/21/2003	5,000	20.10	100,500.00
10/28/2003	10,000	19.75	197,500.00
10/28/2003	10,000	19.86	198,571.00
10/28/2003	5,000	20.00	100,000.00
10/28/2003	5,000	19.88	99,400.00
11/3/2003	75,000	24.53	1,839,807.50
11/18/2003	150,000	23.54	3,531,000.00
4/6/2004	2,240	21.76	48,743.07
4/6/2004	400	21.77	8,708.00
4/6/2004	366	21.86	8,656.56
4/6/2004	300	21.76	6,528.00
4/15/2004	2,000	20.94	41,874.00
4/15/2004	1,336	20.86	27,868.96
4/19/2004	2,016	20.68	41,690.88
4/19/2004	884	20.71	20,376.67
4/19/2004	336	20.69	6,951.84
4/28/2004	3,336	20.56	68,588.16
5/19/2004	38,500	19.00	731,500.00
5/19/2004	5,000	19.05	95,250.00
5/19/2004	4,000	19.00	76,012.00
5/19/2004	1,200	19.04	22,848.00
5/19/2004	1,000	19.03	19,030.00
5/19/2004	300	19.04	5,712.00
8/25/2004	100,000	16.91	1,691,000.00
8/26/2004	25,000	17.10	427,500.00
8/30/2004	102,500	17.08	1,750,484.75
8/31/2004	85,000	16.55	1,406,750.00
12/6/2004	12,860	13.83	177,915.53
12/6/2004	8,560	13.80	118,131.42
1/3/2005	12,860	12.35	158,770.85
1/3/2005	8,560	12.35	105,883.47
2/1/2005	7,460	13.81	101,543.28
2/1/2005	4,200	13.82	55,942.74
2/1/2005	4,200	13.42	56,359.80
2/1/2005	3,000	13.32	39,962.10
2/1/2005	2,580	13.44	34,410.75
3/1/2005	12,860	13.00	167,180.00
3/1/2005	4,500	13.04	58,680.00
3/1/2005	4,080	13.97	56,735.66
4/1/2005	21,420	11.62	248,923.96
	1,667,430		30,698,489.35

DOCS289379v1

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**Mark Perry: former Director**

Transaction Date	Shares	Price	\$ Value
11/7/2002	22,000	9.50	209,000.00
11/12/2002	25,000	9.06	226,500.00
11/13/2002	35,200	9.02	317,504.00
11/14/2002	70,700	9.05	639,835.00
11/15/2002	27,100	9.00	243,900.00
11/3/2003	50,000	24.71	1,235,500.00
8/31/2004	20,714	16.31	337,776.98
11/18/2004	10,000	13.73	137,289.00
	260,714		3,347,304.98

**Hamid Savoj: Senior VP**

Transaction Date	Shares	Price	\$ Value
5/2/2003	5,000	15.15	75,772.00
5/6/2003	5,000	16.05	80,264.00
5/9/2003	5,000	17.00	85,000.00
5/12/2003	21,591	16.75	361,649.25
5/12/2003	2,009	17.00	34,153.00
5/12/2003	1,100	16.78	18,459.98
5/12/2003	100	16.78	1,678.00
5/12/2003	100	17.02	1,702.00
5/12/2003	100	17.03	1,703.00
6/9/2003	1,400	18.04	25,256.00
6/9/2003	1,100	18.00	19,800.00
6/9/2003	600	17.74	10,644.00
6/9/2003	500	18.02	9,010.00
6/9/2003	300	17.80	5,340.99
6/9/2003	100	17.71	1,771.00
6/16/2003	800	18.32	14,656.00
6/16/2003	400	18.38	7,352.00
6/16/2003	400	18.39	7,356.00
6/16/2003	300	18.24	5,472.00
6/16/2003	200	18.36	3,672.00
6/16/2003	200	18.18	3,636.00
6/16/2003	200	18.25	3,650.00
6/16/2003	200	18.26	3,652.00
6/16/2003	200	18.10	3,620.00
6/16/2003	200	18.34	3,668.00
6/16/2003	200	18.48	3,696.00
6/16/2003	200	18.52	3,704.00
6/16/2003	100	18.30	1,830.00

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000024



8/16/2003	100	18.35	1,835.00
8/16/2003	100	18.40	1,840.00
8/16/2003	100	18.37	1,837.00
8/16/2003	100	18.11	1,811.00
6/23/2003	400	18.50	7,400.00
6/23/2003	400	18.50	7,400.00
6/23/2003	300	18.50	5,550.00
6/23/2003	200	18.52	3,704.00
6/23/2003	200	18.58	3,716.00
6/23/2003	100	18.49	1,849.00
6/23/2003	100	18.56	1,856.00
6/23/2003	100	18.54	1,854.00
6/23/2003	100	18.45	1,845.00
6/23/2003	100	18.61	1,861.00
6/23/2003	100	18.52	1,852.00
6/23/2003	100	18.53	1,853.00
6/23/2003	100	18.57	1,857.00
6/23/2003	100	18.60	1,860.00
6/23/2003	100	18.67	1,867.00
6/23/2003	100	18.68	1,868.00
6/23/2003	100	18.54	1,854.00
6/23/2003	100	18.51	1,851.00
6/23/2003	100	18.60	1,860.00
6/23/2003	100	18.61	1,861.00
6/23/2003	100	18.55	1,855.20
6/23/2003	100	18.52	1,852.10
6/23/2003	100	18.56	1,856.00
6/23/2003	100	18.53	1,853.00
6/23/2003	100	18.45	1,845.00
6/23/2003	100	18.51	1,851.00
6/23/2003	100	18.54	1,854.00
6/23/2003	100	18.60	1,860.00
6/23/2003	100	18.72	1,872.00
6/23/2003	100	18.66	1,866.00
6/30/2003	1,500	18.39	27,585.00
6/30/2003	1,500	18.38	27,567.15
6/30/2003	1,000	18.41	18,411.00
7/7/2003	1,300	18.10	23,536.37
7/7/2003	1,000	18.10	18,100.00
7/7/2003	800	18.09	14,471.04
7/7/2003	300	18.10	5,430.00
7/7/2003	200	18.11	3,622.00
7/7/2003	200	18.11	3,622.00
7/7/2003	200	18.14	3,627.00
7/14/2003	1,500	18.57	27,855.00
7/14/2003	1,000	18.57	18,570.00
7/14/2003	900	18.53	16,674.03
7/14/2003	500	18.50	9,250.00

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7/14/2003	100	18.67	1,887.00
7/21/2003	1,500	17.31	25,962.00
7/21/2003	1,000	17.26	17,256.00
7/28/2003	1,000	16.51	16,507.00
7/28/2003	500	16.53	8,265.00
7/28/2003	500	16.53	8,265.00
7/28/2003	900	16.54	4,962.00
7/28/2003	200	16.54	3,308.00
7/30/2003	1,200	18.01	21,612.00
7/30/2003	900	18.05	5,415.00
8/1/2003	4,500	20.00	90,000.00
8/1/2003	4,000	19.68	78,720.00
8/1/2003	800	19.60	11,758.02
8/1/2003	400	20.06	8,023.00
8/1/2003	300	19.55	5,865.00
8/1/2003	100	19.54	1,954.00
8/1/2003	100	20.05	2,005.00
8/4/2003	5,000	19.20	96,000.00
8/4/2003	1,500	18.72	28,081.80
8/4/2003	1,400	18.70	26,179.02
8/4/2003	1,000	18.71	18,713.00
8/4/2003	100	18.75	1,875.00
8/5/2003	5,000	18.70	93,500.00
8/6/2003	8,000	19.00	152,018.40
8/6/2003	7,400	19.25	142,450.00
8/6/2003	2,300	19.25	44,275.00
8/6/2003	2,000	19.00	38,000.00
8/6/2003	200	19.29	3,858.00
8/6/2003	100	19.30	1,930.00
8/11/2003	1,500	19.92	29,880.00
8/11/2003	1,400	20.09	28,128.94
8/11/2003	800	20.03	16,024.00
8/11/2003	300	20.26	6,077.01
8/18/2003	1,500	21.54	32,313.00
8/18/2003	1,500	21.61	32,416.05
8/18/2003	1,000	21.79	21,785.00
8/19/2003	18,918	21.34	403,691.20
8/19/2003	9,898	21.37	211,510.36
8/19/2003	6,630	21.44	142,140.57
8/19/2003	5,000	21.38	106,895.00
8/19/2003	3,557	21.34	75,902.82
8/19/2003	2,066	21.42	44,253.72
8/19/2003	1,304	21.39	27,891.28
8/19/2003	625	21.37	13,355.83
8/19/2003	600	21.38	12,830.40
8/19/2003	600	21.36	12,815.40
8/19/2003	400	21.35	8,539.60
8/19/2003	300	21.35	6,404.70

DOCS289379v1

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P.061/067

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8/19/2003	102	21.37	2,179.64
8/22/2003	7,100	20.88	148,248.00
8/22/2003	3,965	20.90	82,889.40
8/22/2003	1,500	20.94	31,410.00
8/22/2003	1,417	20.94	29,670.14
8/22/2003	1,300	20.87	27,131.00
8/22/2003	1,100	20.86	22,946.00
8/22/2003	1,000	20.96	20,960.00
8/22/2003	700	20.95	14,665.00
8/22/2003	600	20.96	10,478.00
8/22/2003	500	20.88	10,432.00
8/22/2003	400	20.98	8,392.00
8/22/2003	317	20.97	6,647.65
8/22/2003	300	20.91	6,273.00
8/22/2003	200	20.92	4,184.00
8/22/2003	100	20.97	2,097.00
8/22/2003	100	20.93	2,093.00
8/25/2003	27,221	20.00	544,420.00
8/25/2003	900	20.69	18,621.00
8/25/2003	800	20.40	16,320.00
8/25/2003	800	20.35	12,210.00
8/25/2003	600	20.40	10,200.00
8/25/2003	500	20.49	10,244.00
8/25/2003	400	20.38	8,152.00
8/25/2003	400	20.70	8,280.00
8/25/2003	300	20.54	6,162.99
8/25/2003	300	20.76	6,228.99
8/25/2003	200	20.01	4,002.00
8/25/2003	200	20.37	4,074.00
8/25/2003	200	20.01	4,001.00
8/25/2003	200	20.69	4,138.00
8/25/2003	200	20.47	4,094.00
8/25/2003	179	20.01	3,581.00
8/25/2003	100	20.46	2,046.00
8/25/2003	100	20.53	2,053.00
8/25/2003	100	20.55	2,055.00
8/25/2003	100	20.71	2,071.00
9/2/2003	2,500	21.15	52,875.00
9/2/2003	1,500	21.15	31,731.00
9/8/2003	1,500	23.09	34,641.15
9/8/2003	1,500	23.08	34,624.05
9/8/2003	1,000	23.14	23,142.90
9/15/2003	1,500	21.76	32,640.00
9/15/2003	1,500	21.76	32,640.00
9/15/2003	1,000	21.72	21,720.00
9/22/2003	2,500	20.85	52,125.00
9/22/2003	1,500	21.30	31,950.00
9/29/2003	3,000	19.60	58,800.00

DOCS289379v1

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9/29/2003	1,000	19.59	19,590.00
10/6/2003	4,000	19.87	79,470.00
10/13/2003	4,000	21.15	84,617.20
10/20/2003	4,000	21.11	84,436.00
10/27/2003	4,000	19.58	78,337.20
11/3/2003	37,273	24.75	922,506.75
11/3/2003	13,590	24.77	336,624.30
11/3/2003	10,088	24.82	250,334.52
11/3/2003	10,000	24.80	248,000.00
11/3/2003	4,000	24.31	97,240.00
11/3/2003	3,300	24.80	81,840.00
11/3/2003	2,970	24.77	73,588.80
11/3/2003	2,940	24.84	73,029.60
11/3/2003	1,503	24.70	37,124.10
11/3/2003	1,343	24.56	32,984.08
11/3/2003	1,143	24.50	28,003.50
11/3/2003	867	24.55	21,284.85
11/3/2003	718	24.60	17,613.60
11/3/2003	600	24.75	14,850.00
11/3/2003	569	24.77	14,094.13
11/3/2003	512	24.76	12,677.12
11/3/2003	471	24.77	11,666.67
11/3/2003	388	24.76	9,606.88
11/3/2003	354	24.70	8,743.80
11/3/2003	300	24.78	7,434.00
11/3/2003	289	24.93	7,204.77
11/3/2003	186	24.61	4,577.46
11/3/2003	171	24.59	4,204.89
11/3/2003	143	24.64	3,523.52
11/3/2003	86	24.81	2,133.66
11/3/2003	57	24.71	1,408.53
11/3/2003	29	24.86	720.94
11/3/2003	29	24.84	720.36
11/3/2003	29	24.56	712.30
11/3/2003	29	24.57	712.53
11/3/2003	27	24.79	669.33
11/4/2003	18,837	24.35	458,680.95
11/4/2003	14,525	24.80	357,315.00
11/4/2003	5,875	24.61	144,568.48
11/4/2003	300	24.64	7,392.00
11/4/2003	200	24.65	4,930.00
11/4/2003	100	24.38	2,438.00
11/4/2003	100	24.61	2,461.00
11/4/2003	63	24.41	1,537.83
11/5/2003	17,300	24.35	421,255.00
11/5/2003	2,700	24.35	65,757.96
11/6/2003	16,500	24.70	407,550.00
11/6/2003	2,600	24.76	64,379.90

DOCS289379v1

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11/6/2003	500	24.78	12,390.00
11/6/2003	300	24.74	7,422.00
11/6/2003	100	24.75	2,475.00
11/7/2003	9,847	25.25	248,638.75
11/7/2003	4,900	25.25	123,726.96
11/7/2003	3,763	25.25	94,774.13
11/7/2003	500	25.31	12,655.00
11/7/2003	500	25.32	12,660.00
11/7/2003	200	25.26	5,052.00
11/7/2003	200	25.29	5,057.00
11/7/2003	100	25.33	2,532.50
11/10/2003	9,083	24.30	220,959.90
11/10/2003	3,300	24.31	80,235.87
11/10/2003	2,907	24.10	70,058.70
11/10/2003	1,500	24.12	36,180.00
11/10/2003	1,500	24.08	36,120.00
11/10/2003	1,000	24.15	24,150.00
11/10/2003	500	24.33	12,165.00
11/10/2003	300	24.31	7,293.00
11/10/2003	200	24.34	4,868.00
11/12/2003	10,500	24.60	260,760.00
11/12/2003	5,400	24.60	132,854.04
11/12/2003	3,600	24.55	88,380.00
11/12/2003	2,700	24.60	66,425.94
11/12/2003	600	24.81	14,766.00
11/12/2003	600	24.82	14,772.00
11/12/2003	100	24.56	2,456.00
11/12/2003	100	24.61	2,460.50
2/27/2004	10,000	23.93	239,300.00
2/27/2004	9,000	24.00	216,002.70
2/27/2004	6,058	24.08	145,812.73
2/27/2004	4,768	24.08	114,801.04
2/27/2004	4,400	24.07	105,898.32
2/27/2004	590	24.08	14,205.67
2/27/2004	300	24.03	7,209.00
2/27/2004	300	24.11	7,233.00
2/27/2004	300	24.00	7,200.00
2/27/2004	298	24.08	7,175.07
2/27/2004	200	24.01	4,802.00
2/27/2004	200	24.02	4,804.00
2/27/2004	200	24.06	4,812.00
2/27/2004	100	24.05	2,405.00
5/19/2004	5,000	18.98	94,900.00
5/19/2004	5,000	19.00	95,000.00
5/19/2004	5,000	19.30	96,500.00
5/19/2004	5,000	19.35	96,750.00
5/19/2004	5,000	19.40	97,000.00
5/20/2004	8,000	19.18	153,440.00

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5/20/2004	5,000	19.10	95,500.00
5/20/2004	4,600	19.14	88,044.00
5/20/2004	200	19.15	3,830.00
5/20/2004	200	19.16	3,832.00
8/26/2004	4,558	17.22	78,454.32
8/26/2004	2,500	17.20	43,000.00
8/26/2004	2,300	17.21	39,583.00
8/26/2004	1,178	17.22	20,285.16
8/26/2004	180	17.14	3,085.20
8/27/2004	10,000	17.12	171,200.00
8/27/2004	5,000	17.05	85,250.00
8/27/2004	5,000	17.07	85,350.00
2/8/2005	3,007	13.43	40,384.01
2/8/2005	1,893	13.41	21,362.13
2/8/2005	1,500	13.40	20,100.00
2/8/2005	1,012	13.42	13,581.04
2/11/2005	3,000	13.54	40,620.00
2/14/2005	2,000	13.58	27,160.00
2/17/2005	13,731	13.42	184,270.02
2/17/2005	5,380	13.45	72,361.00
2/17/2005	5,000	13.35	66,750.00
2/17/2005	3,720	13.44	50,004.24
	650,869		13,783,074.07

Gregory Walker: VP/CFO

Transaction Date	Shares	Price	\$ Value
5/5/2003	20,833	15.09	314,374.14
5/5/2003	20,000	15.09	301,804.00
5/6/2003	10,000	16.39	163,914.00
5/29/2003	20,000	18.08	361,616.00
5/29/2003	4,187	18.08	75,342.69
8/19/2003	50,000	21.20	1,059,750.00
8/19/2003	12,500	21.20	264,937.50
11/3/2003	8,750	24.53	214,620.88
11/3/2003	8,333	24.53	204,392.66
11/3/2003	8,333	24.53	204,392.66
11/17/2003	2,800	23.48	61,048.00
11/17/2003	900	23.46	21,114.00
11/17/2003	300	23.47	7,041.00
11/17/2003	300	23.50	7,050.00
11/17/2003	200	22.80	4,520.00
11/17/2003	67	23.45	1,571.15
11/19/2003	2,016	22.85	46,460.80
11/19/2003	600	22.56	13,536.00

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11/19/2003	500	22.59	11,295.00
11/19/2003	500	22.55	11,325.00
11/19/2003	200	22.61	4,522.00
11/19/2003	150	22.62	3,393.00
2/27/2004	8,334	23.81	198,461.71
2/27/2004	4,167	23.81	99,230.85
2/27/2004	3,750	23.81	89,300.63
2/27/2004	1,631	23.81	38,839.82
2/27/2004	831	23.82	19,794.75
5/26/2004	3,200	19.03	60,896.00
5/26/2004	1,773	19.08	33,828.84
5/26/2004	1,100	19.04	20,944.00
5/26/2004	1,099	19.00	20,881.00
5/26/2004	1,000	19.01	19,010.00
5/26/2004	900	18.99	17,091.00
5/26/2004	700	18.98	13,286.00
5/26/2004	656	19.02	12,477.12
5/26/2004	600	19.05	11,430.00
5/26/2004	571	19.12	10,917.52
5/26/2004	400	19.09	7,636.00
5/26/2004	400	19.10	7,640.00
5/26/2004	100	19.06	1,906.00
8/23/2004	1,600	17.51	28,016.00
8/23/2004	1,334	17.45	23,278.30
8/23/2004	1,283	17.50	22,452.50
8/23/2004	1,017	17.52	17,817.84
8/23/2004	1,000	17.53	17,530.00
8/23/2004	866	17.46	15,120.36
8/23/2004	800	17.47	13,976.00
8/23/2004	800	17.54	14,032.00
8/23/2004	800	17.55	14,040.00
8/23/2004	766	17.42	13,343.72
8/23/2004	600	17.58	8,790.00
8/23/2004	400	17.40	6,960.00
8/23/2004	400	17.61	7,044.00
8/23/2004	234	17.41	4,073.94
8/23/2004	200	17.57	3,514.00
8/23/2004	200	17.60	3,520.00
8/23/2004	200	17.62	3,524.00
8/23/2004	100	17.48	1,748.00
8/24/2004	1,097	16.99	18,638.03
11/30/2004	2,535	13.65	34,602.75
11/30/2004	2,000	13.71	27,420.00
11/30/2004	1,100	13.68	15,048.00
11/30/2004	1,000	13.63	13,630.00
11/30/2004	1,000	13.69	13,690.00
11/30/2004	900	13.55	12,195.00
11/30/2004	875	13.87	11,961.25

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From-

T-706 P.065/067 F-311

11/30/2004	790	13.66	10,791.40
11/30/2004	700	13.72	9,604.00
11/30/2004	600	13.59	8,154.00
11/30/2004	800	13.73	8,238.00
11/30/2004	200	13.64	2,728.00
11/30/2004	200	13.70	2,740.00
2/28/2005	4,400	13.12	57,728.00
2/28/2005	1,900	13.14	24,966.00
2/28/2005	1,800	13.11	23,598.00
2/28/2005	1,300	13.04	16,952.00
2/28/2005	1,200	13.10	15,720.00
2/28/2005	700	13.03	9,121.00
2/28/2005	600	13.09	7,854.00
2/28/2005	416	13.01	5,412.16
2/28/2005	400	13.05	5,220.00
2/28/2005	400	13.06	5,224.00
2/28/2005	200	13.00	2,600.00
2/28/2005	200	13.13	2,626.00
2/28/2005	100	13.07	1,307.00
	242,174		4,627,140.87

Total number of shares sold = 4,436,163


Total proceeds = \$82,385,175

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VERIFICATION

I, Susan Willis, declare that I have reviewed the Derivative Complaint ("Complaint") prepared on behalf of Magma Design Automation, Inc. and I authorize its filing. I have reviewed the allegations made in the Complaint, and to those allegations of which I have personal knowledge, I believe those allegations to be true. As to those allegations of which I do not have personal knowledge, I rely on my counsel and their investigation and for that reason believe them to be true. I further declare that I am a current holder, and have been a holder, of Magma Design Automation, Inc. common stock during the time in which the wrongful conduct alleged and complained of in the Complaint was occurring through the present.

  
Signature  
Please Print

Return to:  
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